THE HOUSE OF IDEAS®

MARVEL PREVIEWS™

ISSUE 20 • JUNE 2005

MARVEL T+

99¢ OR FREE with a purchase of Diamond Previews!

United... Divided... They Fall.

Astonishing X-Men
New Avengers
Marvel Universe

Bendis *Coipel*

MARVEL®

Small town hero. Big city life. A whole world of trouble!

Written by SEAN MCKEEVER • Art by MIKE NORTON

GRAVITY #1 (of 5) • JUNE 2005

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MARVEL RATINGS

Marvel's ratings have changed! In order to clarify the ratings system, here are the new and improved ratings:

ALL AGES - Appropriate for readers of all ages.

T+ SUGGESTED FOR TEEN AND UP - 13+ years old Appropriate for most readers, parents are advised they may want to read before or with younger children.

PARENTAL ADVISORY - 15+ years old Similar to T+ Suggested for Teen and Up, but featuring more mature themes and/or more graphic imagery. Recommended for teen and adult readers.

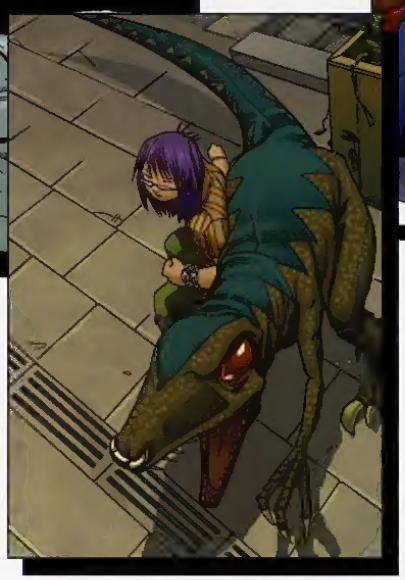
MAX: EXPLICIT CONTENT - 18+ years old Most Mature Readers books will fall under the MAX Comics banner, (created specifically for mature content titles) MAX and Mature-themed titles will continue to be designed to appear distinct from mainline Marvel titles, with the "MAX: Explicit Content" label very prominently displayed on the cover. MAX titles will NOT be sold on the newsstand, and they will NOT be marketed to younger readers.

THIS MONTH'S COMIC PREVIEWS

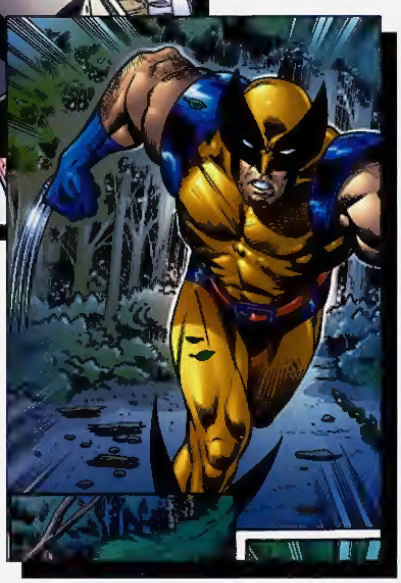
House of M #1
(Pg. 3)

The Incredible Hulk #82
(Pg. 40)

Gravity #1 (Pg. 8)



Runaways Spotlight
(Pg. 44)



Last Hero Standing #1
(Pg. 16)

MARVEL PREVIEWS is a monthly catalog and preview book featuring upcoming Marvel Comics releases. For instructions on how to use this publication, please see page 4 of this month's DIAMOND PREVIEWS (V. 16 #4, March 2005), or ask your local comic book retailer for help and a consumer order form.

COMIC BOOKS

Final Order Cut-Off 5/5, (On-Sale 5/25/05)

- ☐ Marvel Previews #22
  (For Products On Sale August 2005)

Final Order Cut-Off 5/12, (On-Sale 6/1/05)

- ☐ Amazing Fantasy #9
- ☐ Exiles #65
- ☐ G.L.A. #3
- ☐ **House Of M #1**
- ☐ Incredible Hulk #82
- ☐ **Last Hero Standing #1**
- ☐ Marvel Adventures Spider-Man #4
- ☐ Marvel Team-Up #9
- ☐ Marvel Must Haves Nyx #4-5
- ☐ **Ororo: Before The Storm #1**
- ☐ Runaways #5
- ☐ Shanna, The She-Devil #5
- ☐ **Spider-Girl #87**
- ☐ Ultimate Marvel Flipbook #1
- ☐ Ultimate Tales Flipbook #1
- ☐ Ultimate Spider-Man #78
- ☐ Uncanny X-Men #460
- ☐ X-Men Unlimited #9

Final Order Cut-Off 5/19, (On-Sale 6/8/05)

- ☐ District X #14
- ☐ **Gravity #1**
- ☐ Last Hero Standing #2
- ☐ Livewires #5
- ☐ Marvel Heroes Flipbook #1
- ☐ Marvel Knights 4 #19
- ☐ Marvel Select Flipbook #1
- ☐ Marvel Knights Spider-Man #15
- ☐ Marvel Nemesis: The Imperfects #2
- ☐ Marvel Tales Flipbook #1
- ☐ Mary Jane: Homecoming #4
- ☐ New Thunderbolts #9
- ☐ **New Warriors #1**
- ☐ Punisher #22
- ☐ Toxin #3
- ☐ **Ultimate Secret #3**
- ☐ X-Men #171
- ☐ X-Men: The End - Heroes And Martyrs #4

Final Order Cut-Off 5/26, (On-Sale 6/15/05)

- ☐ Cable/Deadpool #16
- ☐ Daredevil #74
- ☐ Daredevil: Redemption #6
- ☐ **Fantastic Four: The Movie The Comic Adaptation**
- ☐ Gambit #12
- ☐ Hercules #3
- ☐ Last Hero Standing #3
- ☐ **Marvel Adventures: Fantastic Four #1**
- ☐ Marvel Adventures Flipbook #1
- ☐ Power Pack #4
- ☐ Rogue #12
- ☐ Spider-Man: Breakout #3
- ☐ Stormbreaker: The Saga Of Beta Ray Bill #6
- ☐ Ultimate Fantastic Four #20
- ☐ Uncanny X-Men #461
- ☐ Wolverine #29

Final Order Cut-Off 6/2, (On-Sale 6/22/05)

- ☐ Arana #6
- ☐ Black Panther #5
- ☐ Captain America #8
- ☐ **Fantastic Four #528**
- ☐ Fantastic Four: Foes #6
- ☐ **House Of M #2**
- ☐ Last Hero Standing #4
- ☐ Machine Teen #2
- ☐ New Avengers #8
- ☐ New X-Men #15
- ☐ **Nightcrawler #7**
- ☐ Spellbinders #4
- ☐ **Spider-Man: House Of M #1**
- ☐ Supreme Power #17
- ☐ Ultimate X-Men #60
- ☐ Wolverine: Soultaker #5
- ☐ X-Men #172

Final Order Cut-Off 6/9, (On-Sale 6/29/05)

- ☐ Amazing Spider-Man #521
- ☐ Astonishing X-Men #12
- ☐ Last Hero Standing #5
- ☐ **Marvel Milestones: Dr. Doom, Sub-Mariner, Red Skull**
- ☐ New X-Men: Hellions #2
- ☐ **Official Handbook Of The Marvel Universe: Fantastic Four 2005**
- ☐ **X-Men: Kitty Pryde Shadow And Flame #1**
- ☐ Young Avengers #5

ICON

Final Order Cut-Off 5/12, (On-Sale 6/8/05)

- ☐ Powers #12
- ☐ Powers #12 (Variant)

Final Order Cut-Off 6/2, (On-Sale 6/22/05)

- ☐ **Dream Police #1**
- ☐ Kabuki #5

* Bold indicates a new series, new story arc or key issue.
** ALL titles are Full Color (FC) unless otherwise noted.

HARDCOVERS & GRAPHIC NOVELS

Final Order Cut-Off 5/5, (On-Sale 6/1/05)

- ☐ **Fantastic Four: Clobberin' Time Digest**
- ☐ Spider-Man/Human Torch: I'm With Stupid Digest
- ☐ Hulk: Gray TPB
- ☐ Marvel 1602 TPB

Final Order Cut-Off 5/5, (On-Sale 6/8/05

- ☐ **Ultimate Fantastic Four Vol. 1 HC**
- ☐ **X-Men/Fantastic Four HC**

Final Order Cut-Off 5/5, (On-Sale 6/22/05)

- ☐ **Fantastic Four: The Movie TPB**

Final Order Cut-Off 5/12, (On-Sale 6/8/05)

- ☐ **Fantastic Four Visionaries: George Perez Vol. 1 TPB**
- ☐ **Ultimate Fantastic Four Vol. 3: N-Zone TPB**

Final Order Cut-Off 4/14, (On-Sale 6/8/05)

- ☐ **Fantastic Four Omnibus Lee And Kirby HC (Note Foc Date)**

Final Order Cut-Off 5/12, (On-Sale 6/15/05)

- ☐ **Essential Fantastic Four Vol. 4 TPB**
- ☐ Marvel Masterworks: Captain America Vol. 2 (Variant)

Final Order Cut-Off 5/19, (On-Sale 6/15/05)

- ☐ Captain America By Jack Kirby: Bicentennial Battles TPB
- ☐ Spider-Man Team-Up: A Little Help From My Friends Digest
- ☐ Marvel Masterworks: Captain America Vol. 2

Final Order Cut-Off 5/26, (On-Sale 6/22/05)

- ☐ Captain America & The Falcon Vol. 2: Brothers And Keepers TPB
- ☐ **Marvel Comics Presents: Wolverine Classic Vol. 1 TPB**
- ☐ New X-Men: Academy X Vol. 2: X-Posed TPB

Final Order Cut-Off 5/26, (On-Sale 6/29/05)

- ☐ Marvel Masterworks: Golden Age Sub-Mariner Vol. 1 (Variant)
- ☐ Best Of Spider-Man Vol 4 HC

Final Order Cut-Off 6/2, (On-Sale 6/29/05

- ☐ **Marvel Masterworks: Golden Age Sub-Mariner Vol. 1**
- ☐ New Invaders: To End All Wars TPB
- ☐ **X-Men: Phoenix - Endsong HC**

Marvel Essentials Back To Press

(See Pages 95-96 For Foc And On Sale Dates)

Marvel Posters

Final Order Cut-Off 5/26, (On-Sale 6/15)

- ☐ Black Panther

THE EVENT OF THE SUMMER IS HERE!

HOUSE OF M

Astonishing X-Men • New Avengers • Marvel Universe

Not actual cover

HOUSE OF M #1 (of 8)

Written by BRIAN MICHAEL BENDIS
Pencils and Cover by OLIVIER COIPEL

THE MARVEL EVENT OF THE DECADE IS HERE!! The Avengers and the X-Men are faced with a common foe that becomes their greatest threat: Wanda Maximoff! The Scarlet Witch is out of control and the fate of the entire world is in her hands. Will Magneto help his daughter or use her powers to his own benefit? Starring the Astonishing X-Men and the New Avengers!! You know how sometimes you hear the phrase: AND NOTHING WILL EVER BE THE SAME AGAIN? Well, this time believe it, buster!! NOTHING WILL EVER BE THE SAME AGAIN!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

PLEASE NOTE: EACH ISSUE OF HOUSE OF M WILL HAVE A SPECIAL VARIANT COVER.

HOUSE OF M

Astonishing X-Men • New Avengers • Marvel Universe

Not actual cover

HOUSE OF M #2 (of 8)

Written by BRIAN MICHAEL BENDIS
Pencils and Cover by OLIVIER COIPEL

And two weeks later, the very next chapter! The world turns upside-down – be here to see it happen. This series features every X-Man and Avenger you can think of!!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

RETAILERS PLEASE NOTE THERE WILL BE A HOUSE OF M POSTER FOR JUNE. LOOK FOR FULL SOLICIT AND IMAGE TO APPEAR IN THE APRIL 13TH DIAMOND DATELINE AND PREVIEWS PLUS. THE IMAGE WILL ALSO BE SHOWN ON MARVEL.COM

Astonishing X-Men • New Avengers • Marvel Universe

ART FROM HOUSE OF M #1

ART FROM HOUSE OF M #1

SPIDER-MAN: HOUSE OF M # 1 (of 5)

Written by MARK WAID & TOM PEYER

Pencils and Cover by SALVADOR LARROCA

A HOUSE OF M SPECIAL EVENT! Meet Spider-Man–hero to the people, champion of the weak and oppressed... and World Wrestling Alliance Championship Titleholder? Peter Parker has it all – respect, fame, and the adoration of all. But he also has a deep, destructive secret that he keeps from the world and from his family–one that could well unravel the reality he knows!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

GRAVITY #1 (of 5)

Written by SEAN MCKEEVER
Pencils & Cover by MIKE NORTON

You've made your way through high school and moved out of your parents' house. You're finally ready to get a job, pick a major, and meet the girl of your dreams. You've got it all figured out... right? Right?!

Meet freshman Greg Willis, NYC newbie from the rural Midwest hoping to realize his dream of becoming a big-city super hero. But will the realities of city life, college and saving the day prove to be too much for him? Let Sean McKeever and Mike Norton, the creative team responsible for the acclaimed Indie drama, The Waiting Place, introduce to you the next great Marvel hero!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

ART FROM GRAVITY #1

FROM THE PAGES OF ASTONISHING X-MEN!

X-MEN: KITTY PRYDE - SHADOW & FLAME # 1 (of 6)

Written by AKIRA YOSHIDA

Pencils and Cover by PAUL SMITH

A deadly mystery draws Kitty Pryde and her fire-breathing friend Lockheed from the Astonishing X-Men to the shores of Japan. Ninjas and dragons will be the least of their worries! Featuring art by legendary X-Men artist Paul Smith and written by Age of Apocolypse scribe Akira Yoshida!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

ULTIMATE SPIDER-MAN #78

Written by BRIAN MICHAEL BENDIS
Pencils and Cover by MARK BAGLEY
STAND-ALONE STORY!
In the aftermath of their nasty breakup, Peter and MJ must deal with the difficulties of still being in the same classes with friends who are only too helpful in attempting to heal their friends' wounds.
Plus, the introduction of a new character into the Ult. Spideyverse—Mark Raxton—friend or foe?
32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.50

ULTIMATE FANTASTIC FOUR #20

Written by MIKE CAREY

Pencils and Cover by JAE LEE

"THINK TANK" Our special two-part saga continues as the fledgling F.F. find themselves helpless in a Baxter Building gone mad! Has young Reed Richards, the world's smartest man, finally met his match? Part 2 (of 2)

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.50

ULTIMATE X-MEN #60

Written by BRIAN K. VAUGHAN

Pencils and Cover by STUART IMMONEN

It's the senses-shattering sixtieth issue! But for the tempestuous and troubled team of Wolverine and Storm, there's no time for celebration! They're about to take on an all-new threat to the Ultimate Universe... Lady Deathstrike! Part 2 (of 2).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.50

ULTIMATE GALACTUS IS COMING!

ULTIMATE SECRET #3 (of 4)

Written by WARREN ELLIS

Pencils & Cover by STEVE McNIVEN

All technological civilizations within 150 light years of Earth have been destroyed! Nick Fury knows the answer to the threat is aboard the alien Kree vessel orbiting above. But even with the aid of Captain Mahr Vell, wresting that secret from the Kree may be an impossibility. And that means: bye-bye, planet Earth.

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

SPIDER-GIRL #87
Written by TOM DEFALCO
Pencils and Cover by RONALD FRENZ
"FAMILY BUSINESS"
Trapped within Fantastic Five headquarters, Spider-Girl joins the children of the original FF against a cosmically-powered Apox, the Omega Skrull, who will stop at nothing to destroy Reed, Ben, Johnny and Lyja. Plus: Mayday finally learns what happened to Sue Richards! Part 2 (of 3).
32 PGS./ALL AGES ...$2.99

LAST HERO STANDING # 1 - 5 (of 5)

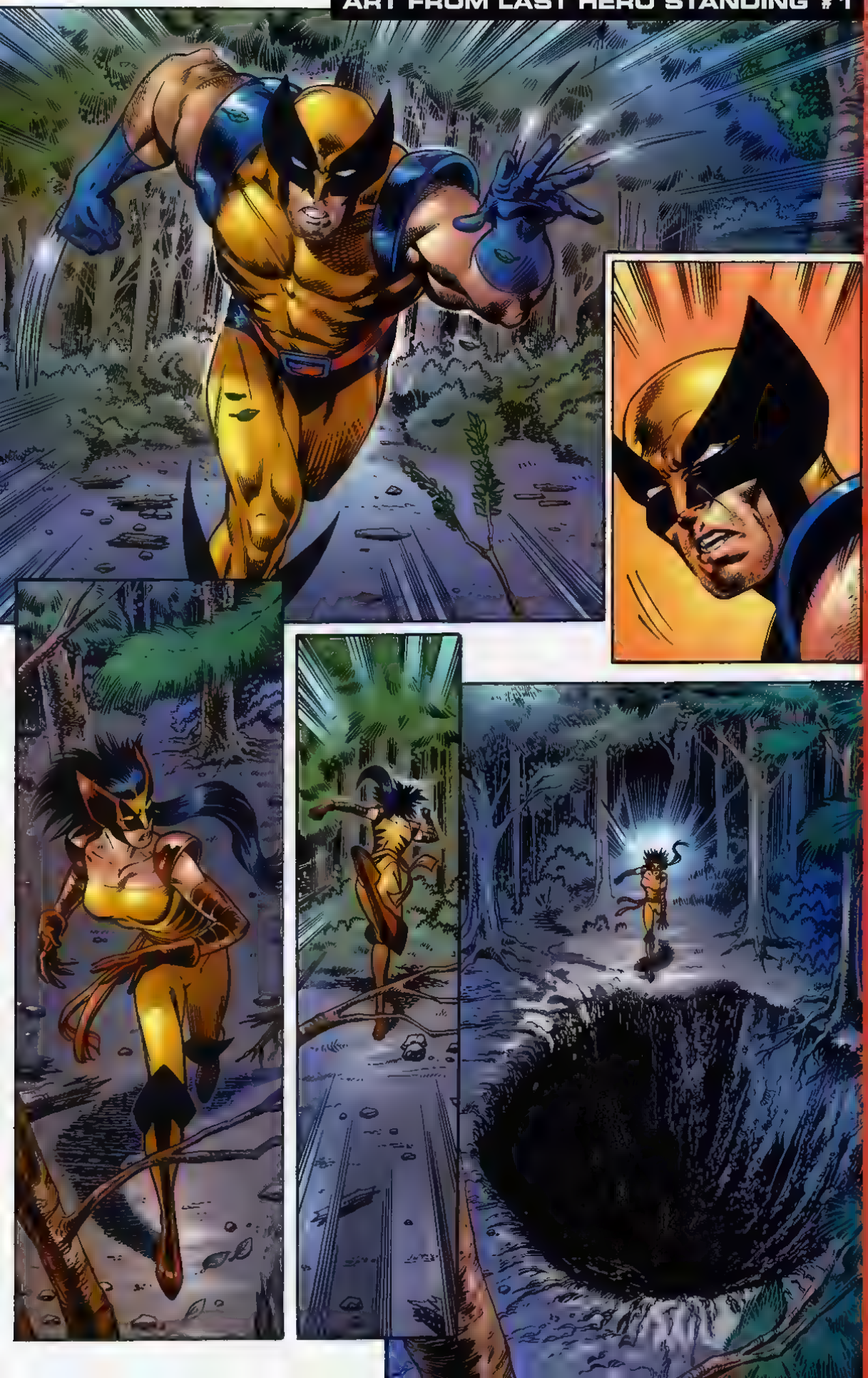
Written by TOM DEFALCO
Penciled by PAT OLLIFFE
Cover by MARK BAGLEY

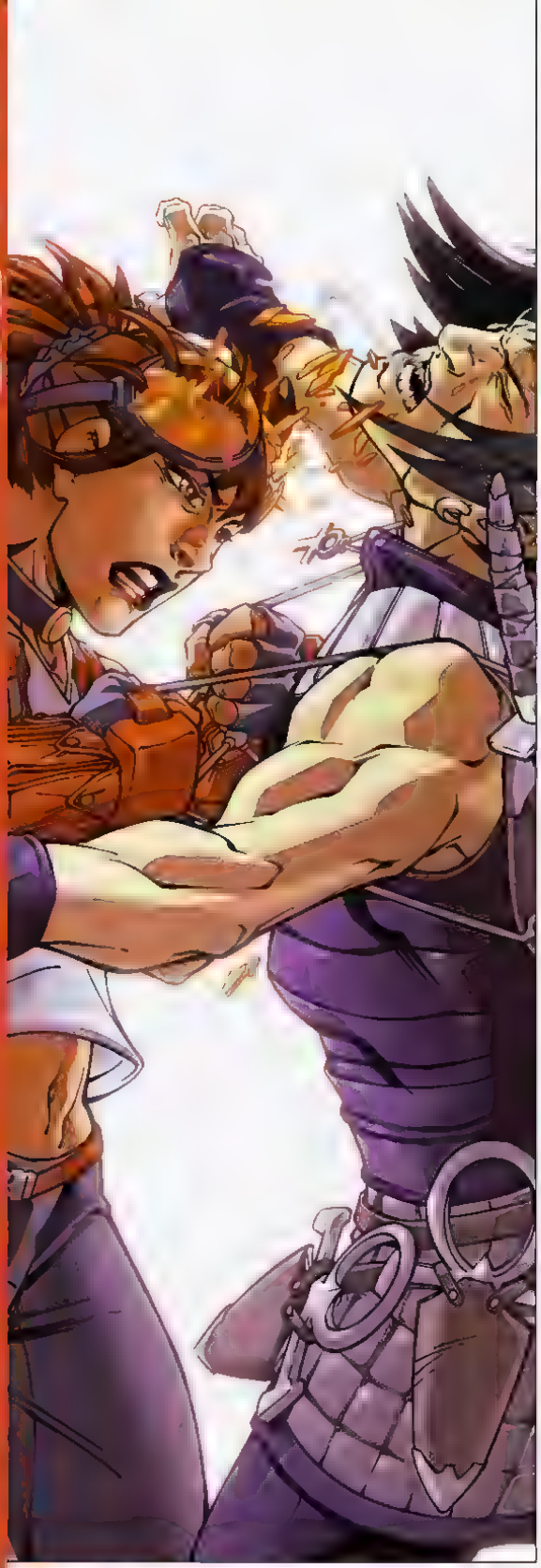
A WEEKLY FIVE-PART EVENT THAT UNITES TWO GENERATIONS!

The great heroes of the marvel universe are vanishing without a trace! What has happened to Spider-Man, the thing, the scarlet witch, Captain America, and the rest of the MU's heavy hitters? Spider-Girl, the fantastic five and a-next must join forces with today's superstars to uncover the answer – and the trail leads to a major Avengers villain! Does the presence of the Watcher signify the end of this age of heroes?

32 PGS. EACH/ALL AGES ...$2.99 EACH

ART FROM LAST HERO STANDING #1



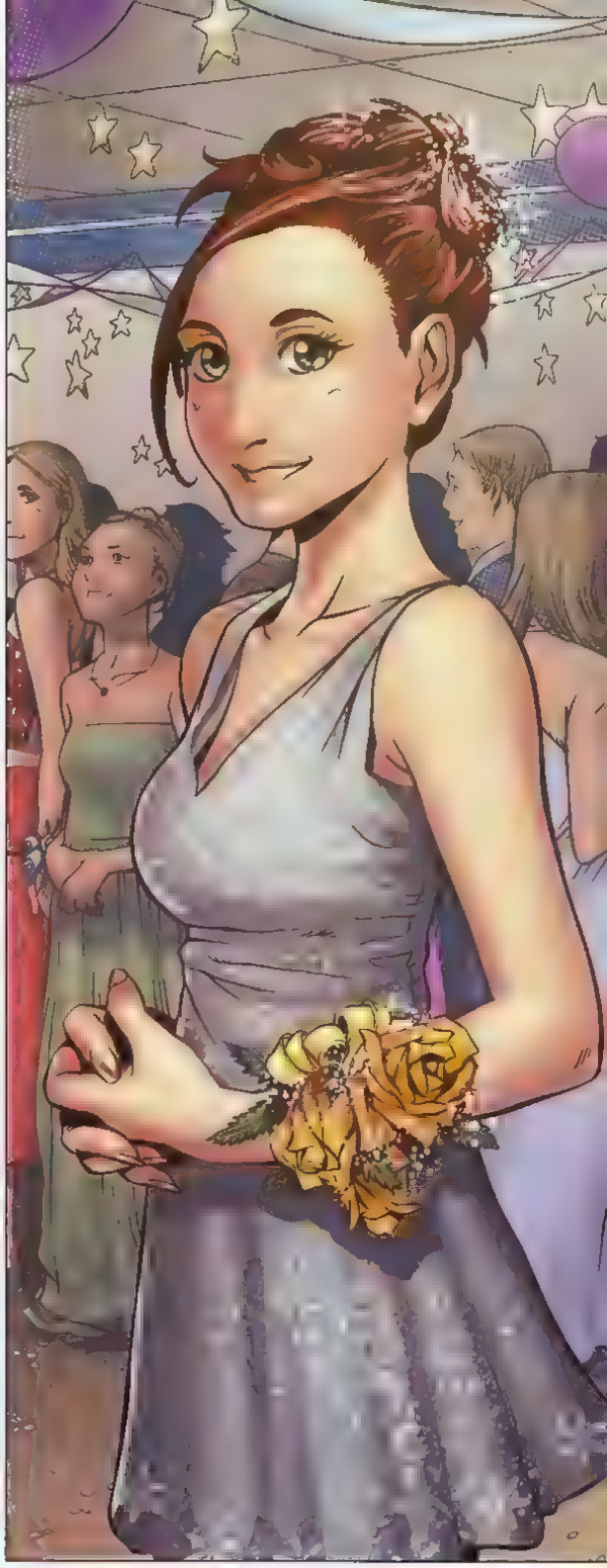


ARAÑA #6

Written by FIONA AVERY
Penciled by ROGER CRUZ
Cover by MARK BROOKS

STORYARC FINALE! It's high noon in Brooklyn as Araña and her new nemesis face off to settle a very personal score. Meanwhile, duty calls and the true plans of the Sisterhood of the Wasp are finally revealed! Part 6 (of 6).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99



MARY JANE: HOMECOMING #4 (OF 4)

Written by SEAN MCKEEVER
Pencils and Cover by TAKESHI MIYAZAWA

"THE HOMECOMING THING"

The King and Queen have been crowned. The crowd is overjoyed. But not everybody's happy. Who could possibly ruin this night for Mary Jane Watson and her circle of friends? The answer will surprise you! Don't miss this final installment of the second chapter in the life of comicdom's favorite redhead!

32 PGS./ALL AGES ...$2.99

AMAZING SPIDER-MAN #521

Written by J. MICHAEL STRACZYNSKI
Pencils & Cover by MIKE DEODATO

"MOVING UP"

Spidey just can't seem to catch a break these days. He's got a great new pad and a cool new clique – so what's the big problem? Oh, not much– just a nefarious worldwide organization with an ingenious plan to conquer the world! Hail HYDRA! Part 3 (of 6).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.50

NEW AVENGERS TIE IN!

TOXIN #3 (of 6)

Written by PETER MILLIGAN
Penciled by DARICK ROBERTSON
Cover by SIMON BISLEY

"THE ANSWER, MY FRIEND..."

They say the apple doesn't fall far from the tree, and when the apple is a young, whacked-out alien symbiote named Toxin, and the tree is Carnage, then it's time to duck and cover! Unfortunately, former officer Pat Mulligan can't do that, since Toxin's sharing his body! Time to talk about the facts of life and explain the complex difference between right and wrong. But who could possibly help him with all the complicated questions? Featuring another villain escaped from the New Avengers breakout – The Answer!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

SPIDER-MAN: BREAKOUT #3 (OF 5)

Written by TONY BEDARD
Penciled by MANUEL GARCIA
Cover by MIKE DEODATO

Why would the world's most dangerous escaped super-criminals risk their freedom to destroy New York's version of Mother Teresa? That's the riddle Spider-Man must solve as the U-Foes and Crossfire's crew of mind-control villains converge on a housing project full of innocent souls.

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

MARVEL KNIGHTS SPIDER-MAN # 15

Written by REGINALD HUDLIN
Penciled by BILLY TAN
Cover by STEVE MCNIVEN

"WILD BLUE YONDER"

Crusher Creel has developed a nasty habit and he'll do anything to feed it! Looks like a job for...Spider-Man. That is, unless a certain new hero on the scene doesn't get there first... Part 3 (of 5).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

AMAZING FANTASY #9

Written by FRED VAN LENTE
Penciled by LEONARD KIRK
Cover by JAMES JEAN

"IDENTITY POLITICS"

Betrayed by S.H.I.E.L.D. and stranded in the medieval streets of Prague, the all-new Scorpion learns that in the deadly world of international espionage she can't trust anyone – not Nick Fury, not A.I.M... not even the guy she's got a crush on! Part 3 (of 6).

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DAREDEVIL

DECALOGUE
PART IV

HOLY GRAIL
HOLY GRAIL
HOLY GRAIL

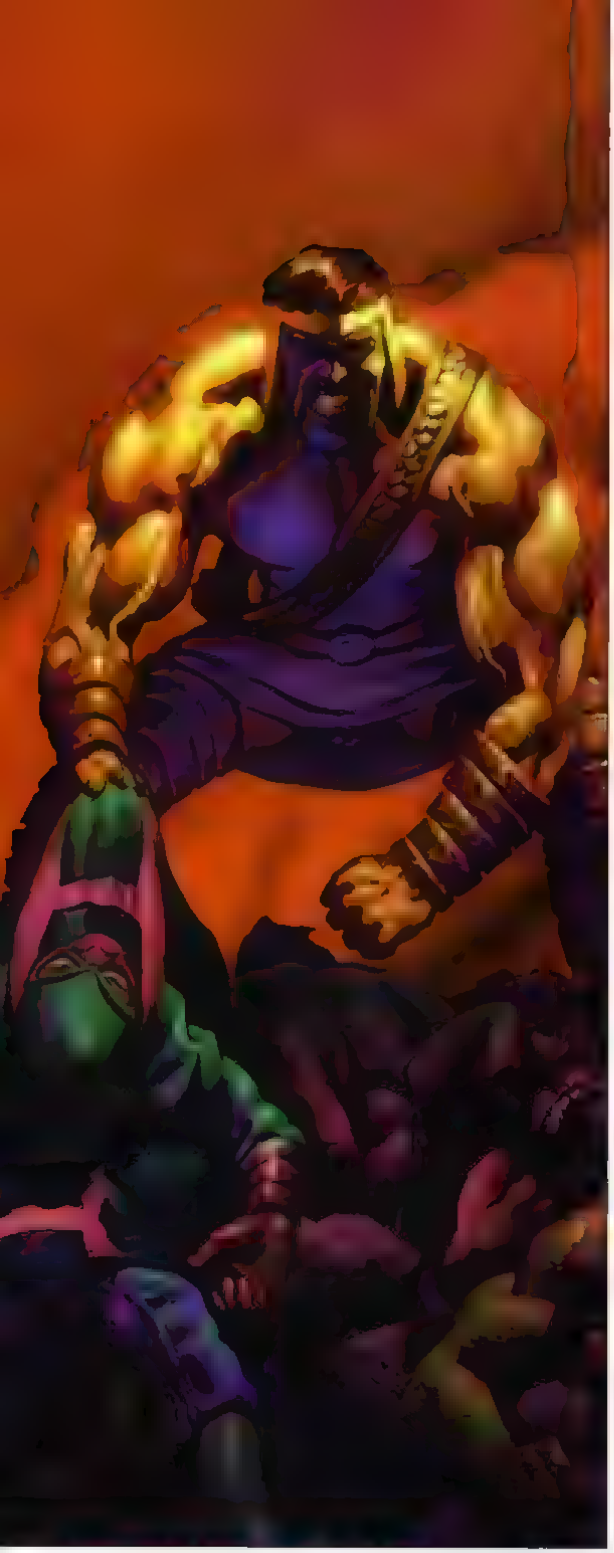
SHANNA, THE SHE-DEVIL #5 (of 7)

Written by FRANK CHO

Pencils & Cover by FRANK CHO

Things just got a lot worse for our feisty heroine. It's a feeding frenzy in the jungle as thousands and thousands of razor-toothed raptors cut a bloody swathe through anything and everything in their path. They've just made a T-Rex their supper – will Shanna be their dessert?

32 PGS./PARENTAL ADVISORY ...$3.50

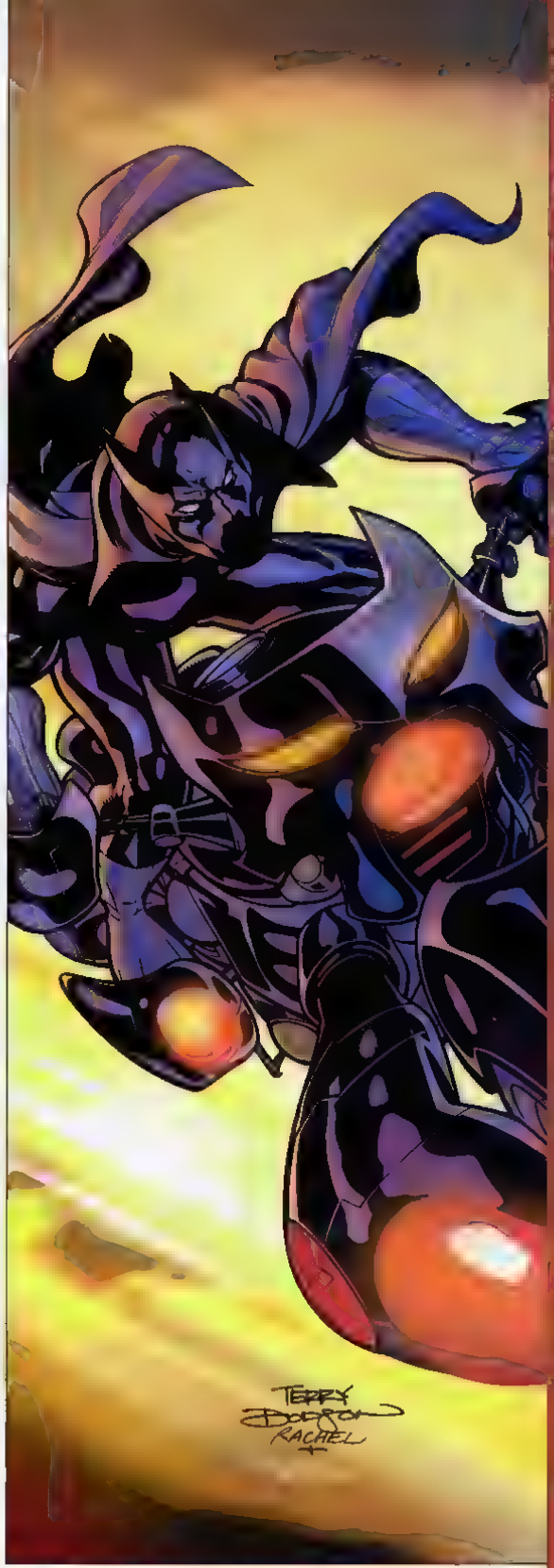


HERCULES #3 (of 5)

Written by FRANK TIERI
Pencils & Cover by MARK TEXEIRA

Let the games begin! Having picked up the gauntlet thrown down by King Eurytheses, Hercules now embarks on his greatest challenge – reenacting his Twelve Labors for a reality-TV audience. See Hercules at thirty-thousand feet, battling a Hydra Cyborg machine! Thrill to Hercules at thirty-thousand leagues, going toe to toe with the warlord Atuma! And chill to Hercules in front of thirty-thousand seats, waging a knockdown, drag-out brawl with the Abomination! Zounds!

32 PGS./PARENTAL ADVISORY ...$2.99



BLACK PANTHER #5

Written by REGINALD HUDLIN
Penciled by JOHN ROMITA JR.
Cover by TERRY DODSON

"WHO IS THE BLACK PANTHER?"
While the Black Panther furiously battles the Black Knight 5 miles above Wakanda, Klaw and his team lay siege to the Royal Palace in search of the ultimate prize: The Queen Mother herself! Part 5 (of 6).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

DISTRICT X #14

Written by DAVID HINE
Penciled by LAN MEDINA
Cover by TREVOR HAIRSINE

"ONE OF US"

The tense stand-off continues in Mutant Town as an unstable teenage mutant threatens a girl's life. Bishop and Ismael race to save the day, but will they be caught in the crossfire?! Plus--this story leads directly into MUTOPIA, a special "House of M" limited series!

PART 2 (of 2).

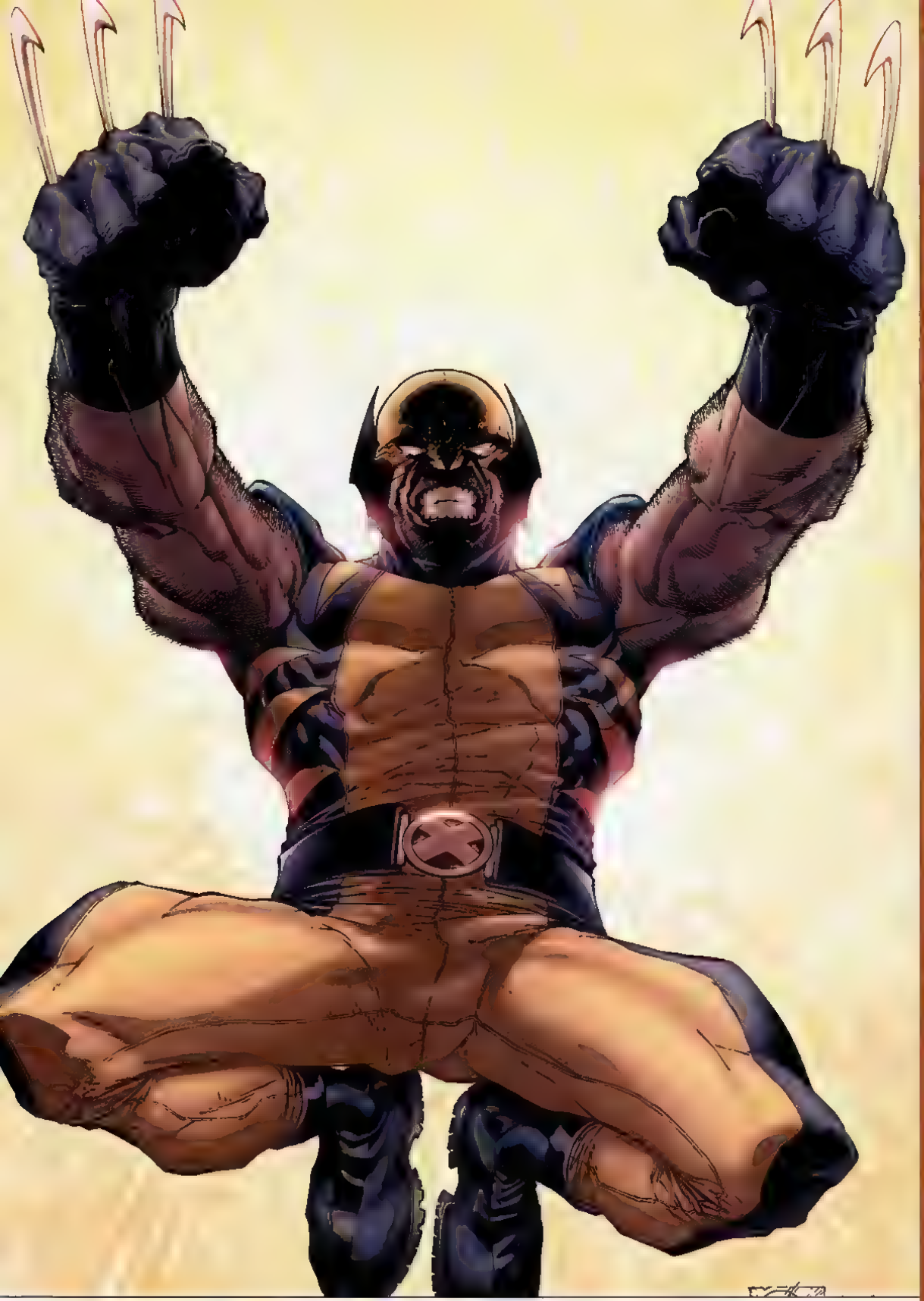
32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

DAREDEVIL: REDEMPTION #6 (of 6)

Written by DAVID HINE
Penciled by MICHAEL GAYDOS
Cover by BILL SIENKIEWICZ

Twelve years have passed since Joel Flood stood trial for a murder that devastated an entire community. Now Matt Murdock must face the consequences of his role as Flood's defense attorney. Once again the shadow of death hangs over Redemption Valley, and it may already be too late to prevent another ritual slaying.

32 PGS./ PARENTAL ADVISORY ...$2.99



WOLVERINE #29

Written by MARK MILLAR
Penciled by JOHN ROMITA JR.
Cover by JOE QUESADA

"AGENT OF S.H.I.E.L.D."

It's time to track the sickness to its source...even if it means taking on The Hand down to every last foot soldier. Logan heads back to Japan for another epic showdown in this historic run! Part 4 (of 6).

32 PGS./PARENTAL ADVISORY ...$2.50

GUEST-STARRING THE INHUMANS!

MARVEL KNIGHTS 4 #19

Written by ROBERTO AGUIRRE-SACASA
Penciled by VALENTINE De LANDRO
Cover by STEVE MCNIVEN

"INHUMANE" PART 1 (OF 2)

The Inhumans live by their own rites and rituals, their own laws and governances. But when two Inhuman children seek asylum with the Fantastic Four, battle lines are drawn and an inter-species war threatens to erupt! Old alliances are threatened and friends stand now as enemies!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

NEW AVENGERS #8

Written by BRIAN MICHAEL BENDIS
Penciled by STEVE MCNIVEN WITH SAL BUSCEMA
Cover by DAVID FINCH

GUEST STORY ARC ARTIST YOUNG GUN STEVE MCNIVEN!! THE MYSTERY OF THE SENTRY REVEALED! The Avengers try to help the most powerful super hero in the world figure out who he is and where he came from! But will this knowledge destroy the man they are trying to help?

PLUS! A very special SENTRY sequence illustrated by Marvel legend SAL BUSCEMA!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.50

RETAILERS PLEASE NOTE: THERE WILL BE A VARIANT STARLING STORIES COVER BY JOHN ROMITA SR.

FANTASTIC FOUR #528

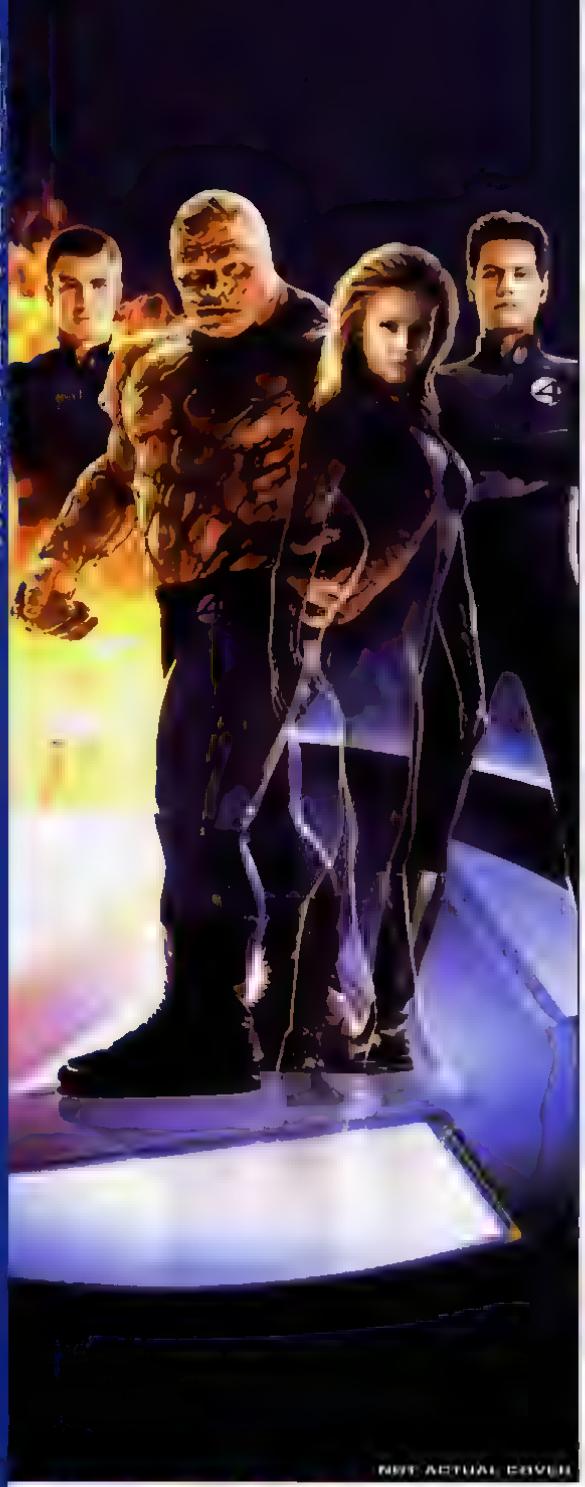
Written by J. MICHAEL STRACZYNSKI

Pencils and Cover by MIKE MCKONE

"Random Factors" As Ben revels in his newfound wealth and status, an act of sabotage may well jeopardize Reed's secret project–and a visit from state officials has dire ramifications for Sue and the rest of the Richards clan...

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

ART FROM FANTASTIC FOUR #427



FANTASTIC FOUR: THE MOVIE #1

Written by MIKE CAREY
Penciled by DAN JURGENS
PHOTO COVER

The First Family of Marvel makes the leap from the printed page to the silver screen. It's the Marvel movie everybody's been waiting for! Featuring the all-new 52-page adaptation of the sure-to-be-a-hit film–telling the origin of Marvel's greatest super team and their first encounter with Doctor Doom! This comic is also jam packed with bonus features!

64 PGS./T+ SUGGESTED FOR TEENS AND UP ...$4.99

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OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE: FANTASTIC FOUR 2005

Written by JEFF CHRISTIANSEN, SEAN MCQUAID, MICHAEL HOSKIN, STUART VANDAL, ANTHONY FLAMINI, RONALD BYRD, BILL LENTZ & MARK O'ENGLISH
Cover by TOM GRUMMETT & MORRY HOLLOWELL

At last, Marvel's First Family gets the OHOTMU treatment! This Official Handbook contains in-depth bios on the family, friends and foes of the Fantastic Four – from Annihilus to the Watcher! Plus: An all-new cover by superstar artist Tom Grummett, digitally painted by Morry Hollowell!

48 PGS./T+ SUGGESTED FOR TEENS AND UP ...$3.99

MARVEL TEAM-UP #9

Written by ROBERT KIRKMAN
Pencils and Cover by SCOTT KOLINS

MASTER OF THE RING PART 3 (OF 5)

The Ringmaster's reality-altering ring is put to the test as Daredevil and Luke Cage join the epic battle. Will unbreakable skin and enhanced senses be enough to take down the newly superpowered Ringmaster? What exactly happened to Spider-Man and Moon Knight? All these answers and more! What more? How about an update on Titannus' plot to take over Japan!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

FANTASTIC FOUR: FOES #6 (of 6)

Written by ROBERT KIRKMAN
Penciled by CLIFF RATHBURN
Cover by CLAUDIO CASTELLINI

THE EARTH-SHATTERING CONCLUSION!

The Vault is completed, and it's worst-case scenario time. The Fantastic Four have spent the last few months gathering their greatest foes into one place–a safe place–but now something has gone wrong and they're faced with the combined might of all their foes. The FF are locked in a dire battle for their very LIVES. Who lives? Who dies? Will any of the FF live through this ordeal? (Man, it'd be a lot easier to fool you guys if that movie wasn't coming out.)

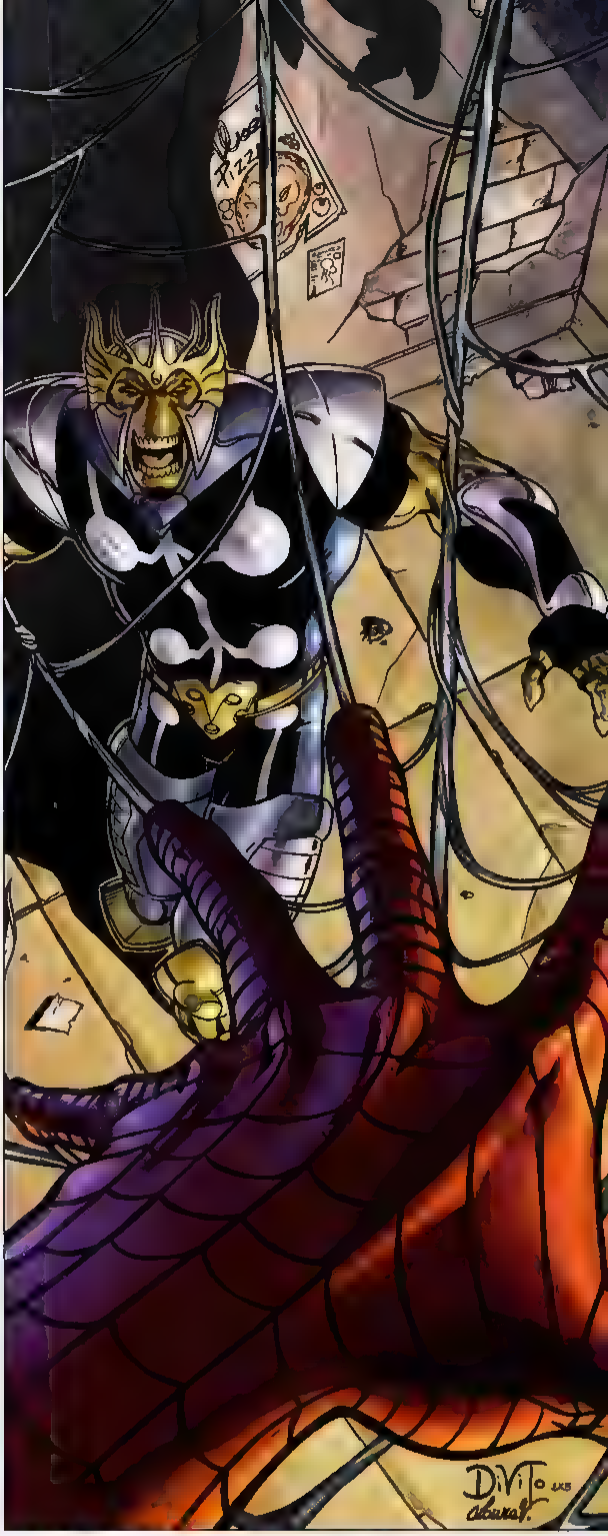
32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

G.L.A. #3 (of 4)

Written by DAN SLOTT
Pencils and Cover by PAUL PELLETIER

Sure, we killed a Great Lakes Avenger in #1. And another in #2. But this time it's personal!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99



STORMBREAKER: THE SAGA OF BETA RAY BILL #6 (of 6)

Written by MICHAEL OEMING & DAN BERMAN
Pencils and Cover by ANDREA DI VITO

What more can Beta Ray Bill suffer? He's seen the end of two worlds, both of which he called home. Is Bill the last of the Korbinites? What new twist of fate will he have to endure? Time to say goodbye to the old and make way for the new. With a new body and face, old horse-skull finds he has to make his way through a new world – Earth! Starting over is never easy, and for Beta Ray Bill it means a new world... and a new fight... That's right, Beta Ray Bill vs. Spider-Man!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

CAPTAIN AMERICA #8

Written by ED BRUBAKER

Pencils and Cover by STEVE EPTING

"THE WINTER SOLDIER" Part 1 (of 6)

The questions plaguing Captain America's dreams and memories have been answered in the most brutal way possible. And in the wake of this brutality, General Lukin makes his first all-out assault! Our second arc tears open old wounds and threatens to make new scars that will never heal.

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

RETAILERS PLEASE NOTE: THERE WILL BE AN ALTERNATE COVER!

MACHINE TEEN #2 (of 5)

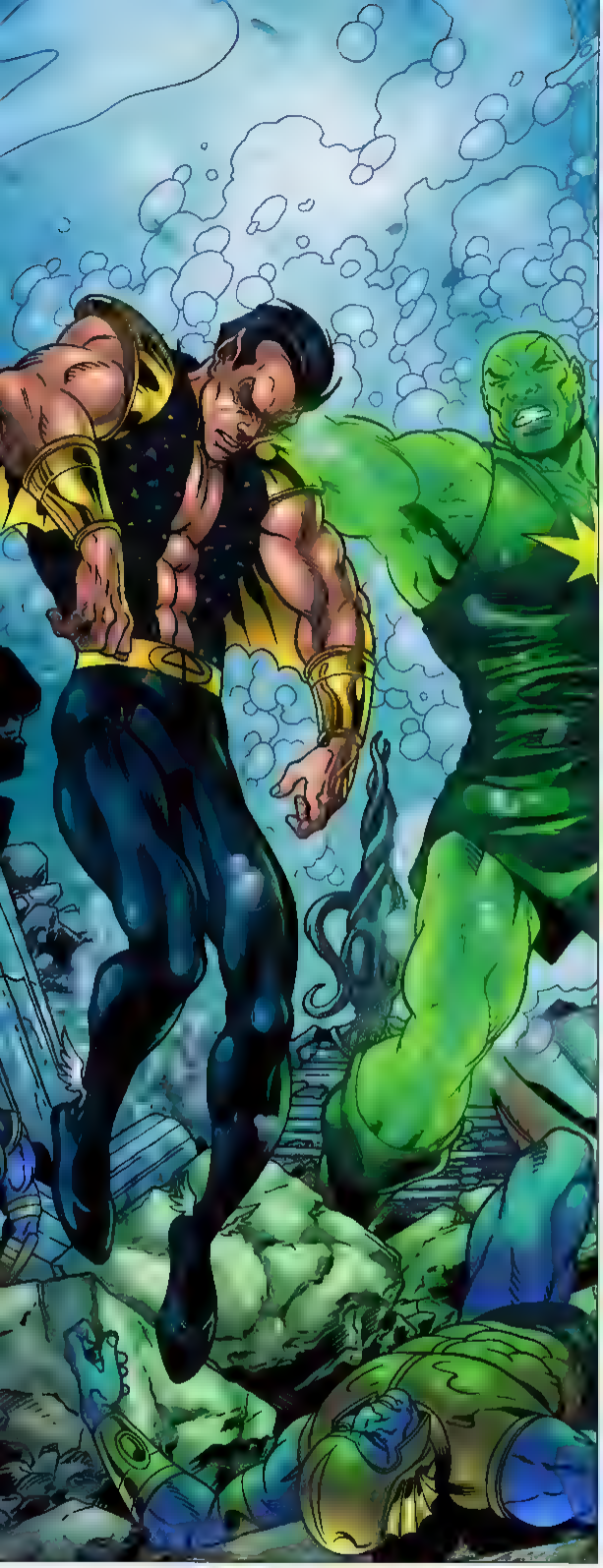
Written by MARC SUMERAK

Pencils and Cover by MIKE HAWTHORNE

"HISTORY 101001"

As Adam's perfect world begins to crumble around him, he uncovers a shocking clue about his origin that will send his life spiraling out of control. Even worse – he's not alone in his discovery! Will Adam be able to pull himself back together or is he headed for a major system meltdown? Plug in to Marvel Next's newest hero!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99



NEW THUNDERBOLTS #9

Written by FABIAN NICIEZA
Pencils and Cover by TOM GRUMMETT

Everyone in Atlantis is dying and only one man can save them – the person responsible for their poisoning! Which T-Bolt was willing to kill thousands of people – and is unwilling to stop the carnage?
Also, Photon vs. Photon in a battle you won't believe! And... what's up with Songbird's new boyfriend... he looks a little... purple...

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

LIVEWIRES #5 (of 6)

Written by ADAM WARREN
Penciled by RICK MAYS
Cover by ADAM WARREN

All mechanized hell breaks loose as the Livewires' ill-fated raid on an airborne covert project goes spectacularly awry. Hugely outnumbered and massively outgunned, the "humanform combat mecha" push their specialized abilities to the limit in a desperate fight for survival against overwhelming (and rapidly worsening) odds...

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

NEW WARRIORS #1 (of 6)

Written by ZEB WELLS

Pencils and Cover by SKOTTIE YOUNG

Because you demanded it – the return of the New Warriors! When Night Thrasher strikes a mysterious deal with a Reality-TV producer, the team moves out of New York to help the villain-plagued denizens of small-town America. But will their filmed exploits be uplifting, or just exploitative? And is heartland America ready for Big City Super-Heroics?

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

Not final cover

MARVEL MILESTONES: DR. DOOM, SUB-MARINER & RED SKULL

Written by BILL EVERETT, STAN LEE & ED HERRON
Penciled by BILL EVERETT, JACK KIRBY & JOE SIMON
Cover by ALEX SCHOMBURG

It's SUPER-VILLAIN TEAM-UP revisited as MARVEL MILESTONES brings on the bad guys! In a special preview of this month's MARVEL MASTERWORKS: GOLDEN AGE SUB-MARINER VOL. 1, Prince Namor fights single-handed the world's first deep-sea blitzkrieg, from SUB-MARINER COMICS #1! Plus: the fantastic origin of Dr. Doom from FANTASTIC FOUR ANNUAL #2, and the first appearance of the Red Skull from CAPTAIN AMERICA COMICS #1!

48 PGS./T+ SUGGESTED FOR TEENS AND UP ...$3.99

SPECIAL GUEST ARTIST JAE LEE!

INCREDIBLE HULK #82

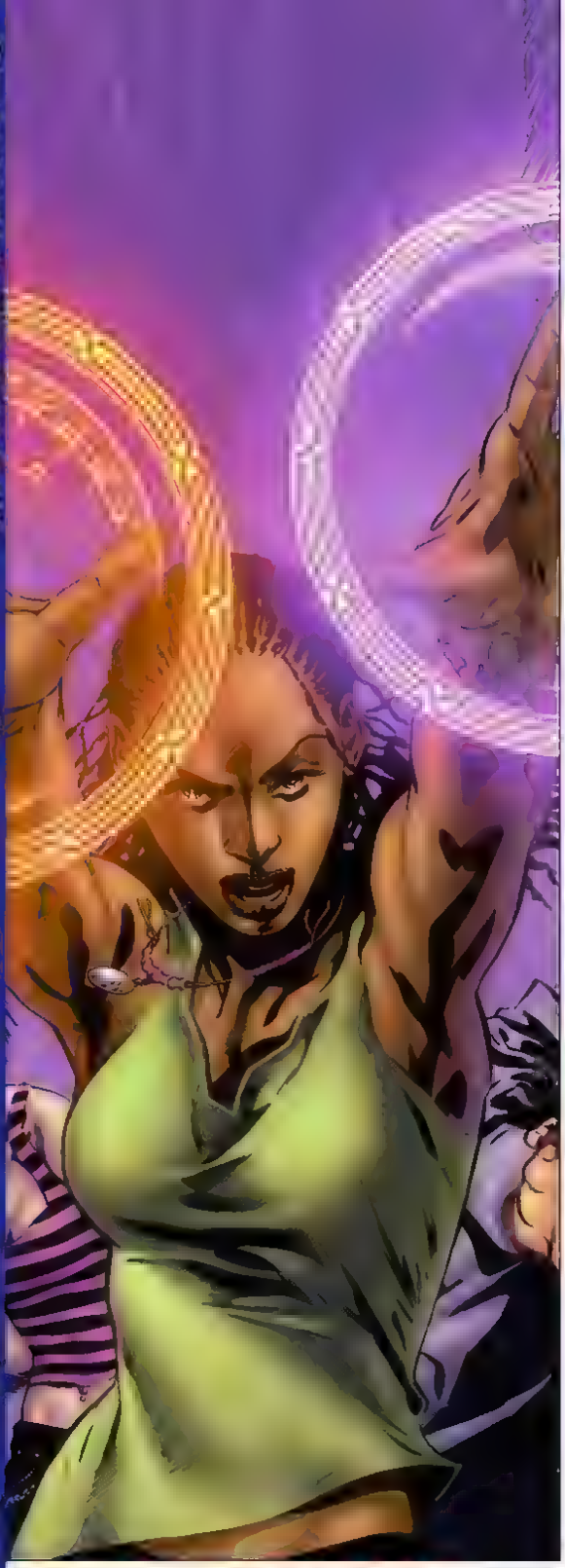
Written by PETER DAVID
Pencils & Cover by JAE LEE

STAND-ALONE STORY!

On his own in London, Bruce Banner watches in horror as a young woman is blown to bits right in front of him. But she is no ordinary woman: She is a sorceress with a strange connection to Banner, and the Hulk is the only one who can aid her rapidly fading spirit self in seeking vengeance on those who murdered her.

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

ART FROM INCREDIBLE HULK #82



SPELLBINDERS #4 (of 6)

Written by MIKE CAREY
Pencils and Cover by MIKE PERKINS

When the witches came to Salem, they brought something with them; the Pillar of Smoke. This arcane construct could prove to be a blessing or a curse. Will Kim find out what she is and awaken the witch-blood that sleeps inside her or will her hidden enemy reach a level of power the world has never seen?!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

POWER PACK #4 (of 4)

Written by MARC SUMERAK
Pencils and Cover by GURIHIRU

"END OF THE RAINBOW"

Julie Power is about to make a decision that could mean the end of Power Pack! But when a familiar foe returns seeking revenge, the end of the team may be a lot closer than she ever imagined! Will Julie be able to save her teammates from certain doom? More importantly, will she even want to?

32 PGS./ALL AGES ...$2.99

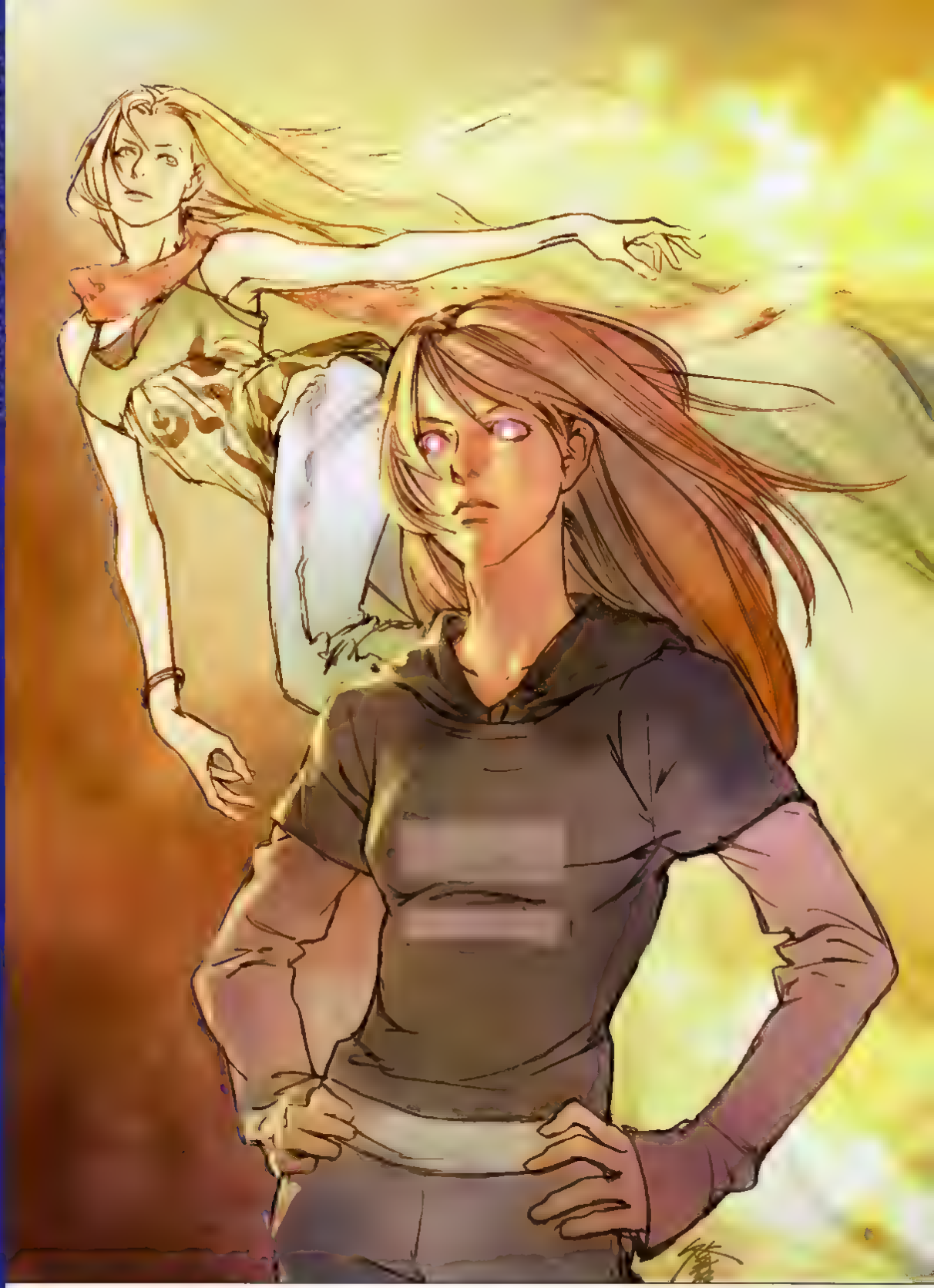
YOUNG AVENGERS #5

Written by ALLAN HEINBERG
Pencils and Cover by JIM CHEUNG

"SIDEKICKS"

Who ARE the Young Avengers? Discover their deepest secrets in this issue! In the penultimate chapter of "Sidekicks," the Young Avengers are finally forced to reveal the true nature of their powers as their battle with Kang the Conqueror becomes a fight to the death – and that's not hyperbole! But will the team survive its first fatality? Part 5 (of 6).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99



Not final cover

RUNAWAYS #5

Written by BRIAN K. VAUGHAN
Penciled by ADRIAN ALPHONA
Cover by JO CHEN

"TRUE BELIEVERS"

As Chamber and the other teen former-heroes continue to scour Los Angeles in search of the Runaways, Victor Mancha finally learns which classic Marvel villain is his father... a revelation that will have everyone in comics talking! Part 5 (of 6).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

MARVEL SPOTLIGHT RUNAWAYS

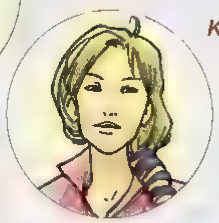
Marvel's Rebels with a Cause are back, and better than ever! Winning awards, selling out issues, and gaining more fans each day. So, who are the Runaways? They are:

Nico Minoru – Staff-wielding sorceress, Daughter of Dark Wizards

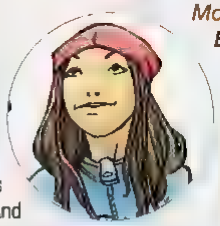
Gertrude Yorkes – Mentally linked to her pet raptor, Daughter of Time-Traveling Despots

Old Lace - Genetically Engineered Dinosaur

Chase Stein – Pilot and team hothead, Son of Mad Scientists



Karolina Dean – Light-based flier, Daughter of Alien Invaders



Molly Hayes – Mutant powerhouse, Daughter of Evil Mutants

Victor Mancha – Powers unknown, Son of a major Marvel Universe villain... but which one?

Nico Minoru is the new team leader. Gert Yorkes is now dating lovably dimwitted Chase Stein. And Karolina Dean and Molly Hayes are still trying to find their place in the world.

Oh, and they keep a telepathic dinosaur from the future as a pet.

Sounds like quite a handful, huh? But writer Brian K. Vaughan (Ultimate X-Men, Y the Last Man) wants to assure everyone that "I personally guarantee that this new series is written especially for new readers, even those who've never heard of the Runaways until now. Issue #1 is an all-new beginning, accessible to absolutely anyone."

WHAT'S BEEN GOING ON?

At some point in their lives, all kids think that they have the most evil parents in the world, but Nico Minoru and her friends really did. Discovering that they were the children of a group of super-villains known as The Pride, the teenagers stole weapons and resources from these criminals, before running away from home and eventually defeating their parents. But that was just the beginning...

As the Runaways attempt to atone for their parents' crimes by taking on the new threats trying to fill The Pride's void in L.A., a dying woman arrives in the kids' secret hideout beneath the La Brea Tar Pits. Claiming to be from the future, this older version of Gert Yorkes begs the Runaways to find a powerful young man named Victor Mancha, and stop him before he grows up to murder every single hero on the planet!

Elsewhere in Los Angeles, a newly formed support group made up of grown-up members of Generation X, New Warriors and even Power Pack, vows to help other former teenage super heroes adjust to healthy civilian lives as adults. But when a mysterious benefactor offers these "recovering vigilantes" a million dollars to find the Runaways, the young men and women don their costumes for one last mission.

WHAT LIES AHEAD?

These aren't the only threats our teenaged heroes will face! "I have the first two years plotted out," says Vaughan, "and as insane as I know it sounds, I'm honestly convinced that this is going to be the biggest comeback for a team since GIANT SIZE X-MEN #1." And if you thought the first series was intense, wait until you see what BKV has planned for the future! "As always, we'll have magic decoder rings, secret hideouts, tortured romances, unbelievably shocking acts of evil, and all of the things that made me fall in love with comics when I started reading!"

Vaughan's enthusiasm for the series is not lost on anyone, fans and critics alike! Wizard Magazine recently called Runaways "the best original concept from Marvel in 30 years." Randy Lander, of TheFourthRail.com, says, "If you're reading the Joss Whedon ASTONISHING X-MEN, you will absolutely love RUNAWAYS!"

So there you have it, True Believers! We've caught up with those teens on the run and you have all you need to get out there and join the throngs of fans cheering for Runaways! To keep up with their adventures, pick up the ongoing Runaways series today; and check in at Marvel.com and Brian K. Vaughan's website (www.BKV.tv) for future updates!

"#1 Comic of the Week" - *Nickelodeon*

"Best Writer, Best Ongoing Series" - *Ain't It Cool News!*

Not actual cover

MARVEL NEMESIS: THE IMPERFECTS #2 (of 6)

Written by GREG PAK
Penciled by RENATO ARLEM
Cover by JAE LEE

Continuing the "Rise of the Imperfects" saga! After forcing cybernetically enhanced Marvel heroes to fight to the death in a secret arena, Van Roekel recruits new warriors from unlikely places. Will convicted murderer Johnny Ohm be saved in time by Matt Murdock or succumb to Van Roekel's promises of freedom, youth and power?

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

FANTASTIC FOUR COMICS CHECKLIST

APRIL 2005

- ULTIMATE FANTASTIC FOUR 18
- MARVEL KNIGHTS 4 #17
- FANTASTIC FOUR #525 AND #526
- X-MEN/FANTASTIC FOUR #5 (OF 5)
- FANTASTIC FOUR FOES #4 (OF 6)
- SPIDER-MAN/HUMAN TORCH #4 (OF 5)
- TALES OF THE THING #2 (OF 3)

MAY 2005

- FANTASTIC FOUR #527
- ULTIMATE FANTASTIC FOUR 19
- MARVEL KNIGHTS 4 #18
- FANTASTIC FOUR FOES #5 (OF 6)
- TALES OF THE THING #3 (OF 3)
- SPIDER-MAN/HUMAN TORCH #5 (OF 5)
- MARVEL ADVENTURES FANTASTIC FOUR #0

JUNE 2005

- FANTASTIC FOUR #528
- FANTASTIC FOUR: FOES #6
- FANTASTIC FOUR: THE MOVIE COMIC ADAPTATION
- MARVEL ADVENTURES: FANTASTIC FOUR #1
- MARVEL KNIGHTS 4 #19
- MARVEL MILESTONES: DR. DOOM, SUB-MARINER, RED SKULL
- OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE: FANTASTIC FOUR 2005
- ULTIMATE FANTASTIC FOUR #20

COMING IN JULY

- MARK MILLAR AND GREG LAND ULTIMATE FANTASTIC FOUR

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DAREDEVIL #72
APRIL 27, 2005

DAREDEVIL

PART II

DAREDEVIL #71
MARCH 23, 2005

DAREDEVIL

DARE

DAREDEVIL #74
JUNE 15, 2005

DAREDEVIL

DECALOGUE
PART IV

THOU SHALL NOT STEAL

DAREDEVIL #75
JULY 20, 2005
DOUBLE-SIZED ISSUE

DAREDEVIL

DECALOGUE
PART V

THOU SHALL NOT KILL

FANTASTIC FOUR COLLECTIONS CHECKLIST

POSTER

- FANTASTIC FOUR #527

APRIL 2005

- FANTASTIC FOUR/SPIDER-MAN CLASSIC TPB

MAY 2005

- BEST OF THE FANTASTIC FOUR VOL. 1 HC
- HUMAN TORCH VOL. 1 BURN DIGEST
- FANTASTIC FOUR VOL. 6 RISING STORM TPB
- ESSENTIAL FANTASTIC FOUR VOL 1 TPB

JUNE 2005

- ESSENTIAL FANTASTIC FOUR VOL. 4 TPB
- FANTASTIC FOUR OMNIBUS LEE AND KIRBY HC
- FANTASTIC FOUR VISIONARIES: GEORGE PEREZ VOL. 1 TPB
- FANTASTIC FOUR: THE MOVIE TPB
- FANTASTIC FOUR TALES VOL. 1 DIGEST
- SPIDER-MAN/HUMAN TORCH: I'M WITH STUPID DIGEST
- ULTIMATE FANTASTIC FOUR VOL. 1 HC
- ULTIMATE FANTASTIC FOUR VOL. 3: N-ZONE TPB
- X-MEN/FANTASTIC FOUR HC

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MARVEL ADVENTURES FANTASTIC FOUR #1
Written by AKIRA YOSHIDA
Penciled by CARLO PAGULAYAN
Cover by MICHAEL RYAN
All adventure, all action, for all ages! Join Mr. Fantastic, the Invisible Woman, the Human Torch and the Thing for a wild ride of all-new, unforgettable exploits. When the world-renowned heroes happen upon some children in distress, they naturally rush to the rescue! But not everything is as it seems, and the Fantastic Four are in for much more than they bargained for.
32 PGS./ ALL AGES ...$2.50

MARVEL Adventures

MARVEL ADVENTURES SPIDER-MAN #4

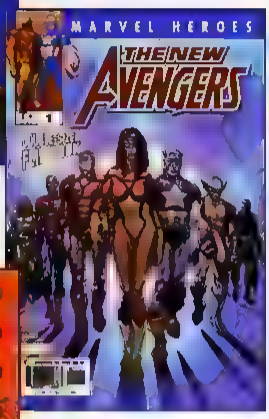
Written by JEFF PARKER
Penciled by PATRICK SCHERBERGER
Cover by TONY DANIEL

Fans of the recent hit "Spider-Man/Human Torch" mini-series, guess what?! They're back in an all-new adventure! The wall-crawler & hot-head collide in this adventure that finds the duo escaping one sticky situation, only to end up in hot water the very next page!

32 PGS./ALL AGES ...$2.50

NEW! MARVEL FLIP BOOKS

Kicking yourself for missing an early issue of a popular book? Wanting to get your friends hooked on your favorite titles? Have no fear, Marvel Flip books are here! Perfect for bringing in new readers, these newsstand titles are now being offered to the Direct Market!



ULTIMATE MARVEL #1

ULTIMATE X-MEN #1
Written by MARK MILLAR
Pencils by ADAM KUBERT
Cover by JOE QUESADA

ULTIMATE FANTASTIC FOUR #1
Written by BRIAN MICHAEL BENDIS & MARK MILLAR
Pencils by ADAM KUBERT
Cover by BRYAN HITCH
64 PGS / 3.99

MARVEL HEROES #1

NEW AVENGERS #1
Written by BRIAN MICHAEL BENDIS
Pencils & Cover by DAVID FINCH

CAPTAIN AMERICA #1
Written by ED BRUBAKER
Art & Cover by STEVE EPTING
64 PGS / 3.99

ULTIMATE TALES #1

ULTIMATE SPIDER-MAN #0
(First half of ULTIMATE SPIDER-MAN #1)

ULTIMATE SPIDER-MAN #1
(Second half of ULTIMATE SPIDER-MAN #1)
Written by BRIAN MICHAEL BENDIS
Pencils by MARK BAGLEY
Covers by JOE QUESADA
64 PGS / 3.99

MARVEL TALES #1

AMAZING SPIDER-MAN #34
Written by J. MICHAEL STRACZYNSKI
Pencils by JOHN ROMITA JR.
Cover by J. SCOTT CAMPBELL

AMAZING FANTASY #1
Written by FIONA AVERY
Pencils & Cover by MARK BROOKS
64 PGS / 3.99

MARVEL ADVENTURES #1

MARVEL ADVENTURES SPIDER-MAN #1
Written by KITTY FROSS
Penciled by PATRICK SCHERBERGER
Cover by ROGER CRUZ

MARVEL ADVENTURES FANTASTIC FOUR #1
Written by AKIRA YOSHIDA
Penciled by CARLO PAGULAYAN
Cover by MICHAEL RYAN
64 PGS / 3.99

MARVEL SELECT #1

ASTONISHING X-MEN #1
Written by JOSS WHEDON
Pencils & Cover by JOHN CASSADAY

NEW X-MEN: ACADEMY X #1
Written by NUNZIO DEFILIPPIS & CHRISTINA WEIR
Pencils & Cover by RANDY GREEN
64 PGS / 3.99

EXILES #66

Written by TONY BEDARD
Penciled by MIZUKI SAKAKIBARA
Cover by JIM CALAFIORE

"TIMEBREAKERS"

Beak saves the day?! Get the heck out of here! But, no really, he does Be here for the one time that Beak FINALLY makes himself useful. Oh, and did we mention there's three times the Exiles' deadliest enemy Hyperion? You WON'T want to miss this stunning finale.

PART 4 (of 4).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

THE DRAMATIC END OF THEIR FIRST YEAR!

ASTONISHING X-MEN #12
Written by JOSS WHEDON
Pencils and Cover by JOHN CASSADAY
"DANGEROUS"
This is it. The stunning conclusion to Joss Whedon and John Cassaday's year-long run on ASTONISHING X-MEN. As "Dangerous" draws to a finale readers will have to see to believe, the lives of the X-Men will NEVER be the same
Part 6 (of 6)
32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

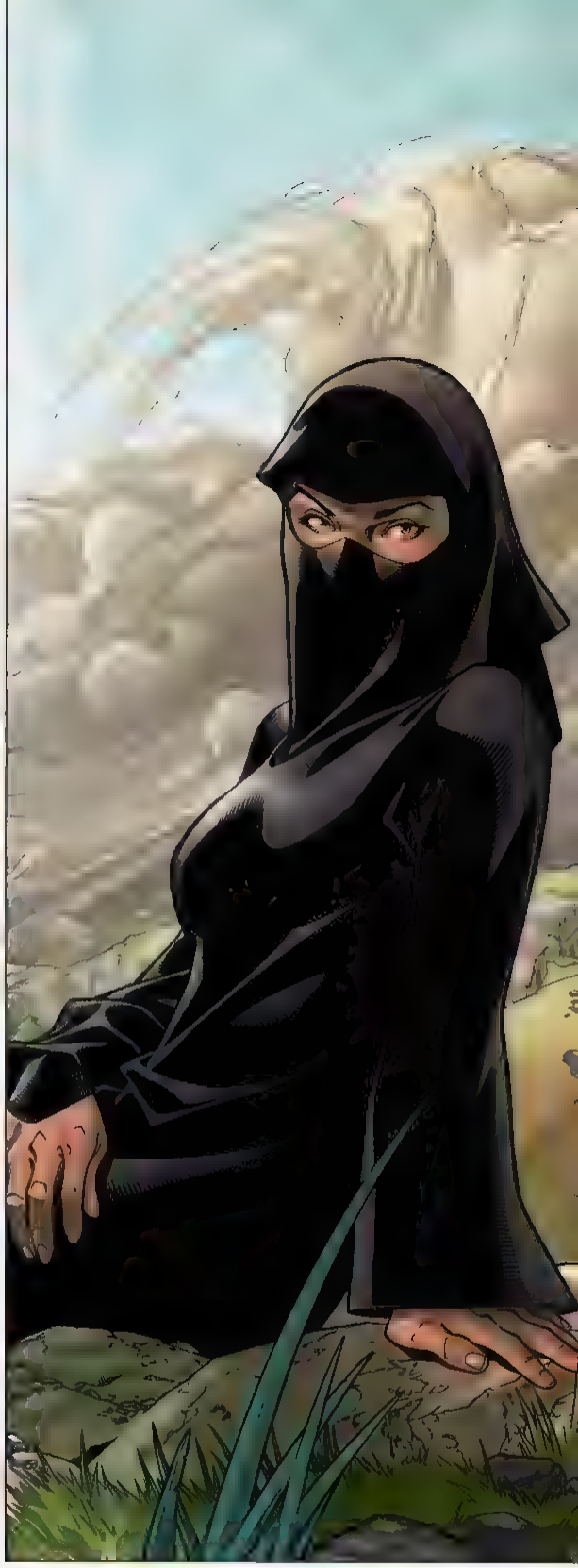
NEW X-MEN #15

Written by CHRISTINA WEIR AND NUNZIO DEFILIPPIS
Penciled by PACO MEDINA
Cover by MICHAEL RYAN

"YEAR'S END"

The Blob has set his sights on Xavier's, and it's up to the New Mutants and the Hellions to stop their bickering and fight as one! But when the dust settles, will there even be any New X-Men left? Part 2 (of 2).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99



NEW X-MEN: HELLIONS #2 (of 4)

Written by CHRISTINA WEIR AND NUNZIO DEFILIPPIS
Pencils and Cover by CLAYTON HENRY

The Hellions are faced with the ultimate temptation: one wish each, a whole new life. What will they wish for? And what will it cost them?

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ART FROM NEW X-MEN: HELLIONS # 1

MARVEL MUST HAVES: NYX 4 & 5

Written by JOE QUESADA
Pencils JOSHUA MIDDLETON & ROB TERANISHI
Cover by JOSHUA MIDDLETON

Reprinting the sold-out NYX #4-5, in time for next month's NYX #6 – plus all-new, never-before-seen extras! With a penchant for attracting strays, newcomer Tatiana picks up more than she bargained for when she manifests a striking mutant ability and catches the attention of Kiden's wayward gang. Plus: What if you could become anyone in the world for a day? What would you do? Who would you be? Captain America fighting alongside the Avengers? Bono during a concert in Wembley Stadium? Meet a young mutant who doesn't have to wonder. His powers let him be anyone he wants, and he isn't shy about using them!

80 PGS./ PARENTAL ADVISORY ...$3.99

ORORO: BEFORE THE STORM #1 (of 4)

Written by MARC SUMERAK
Penciled by CARLOS BARBERI
Cover by MARK BROOKS

CELEBRATING 30 YEARS OF STORM!

The back alleys of Cairo's thieves quarter are no place for a child to grow up – unless that child is destined to be one of the greatest Marvel heroines of all time! Long before she became the X-Man known as Storm, a young orphan named Ororo Munroe stalked the streets of Cairo picking pockets and scraping to survive. Get ready for some awesome Egyptian action and adventure as Ororo leads her fellow street urchins on the adventure of a lifetime! This is a history lesson you won't want to miss!

32 PGS./ALL AGES ...$2.99

NIGHTCRAWLER'S BACK!

NIGHTCRAWLER #7

Written by ROBERTO AGUIRRE-SACASA

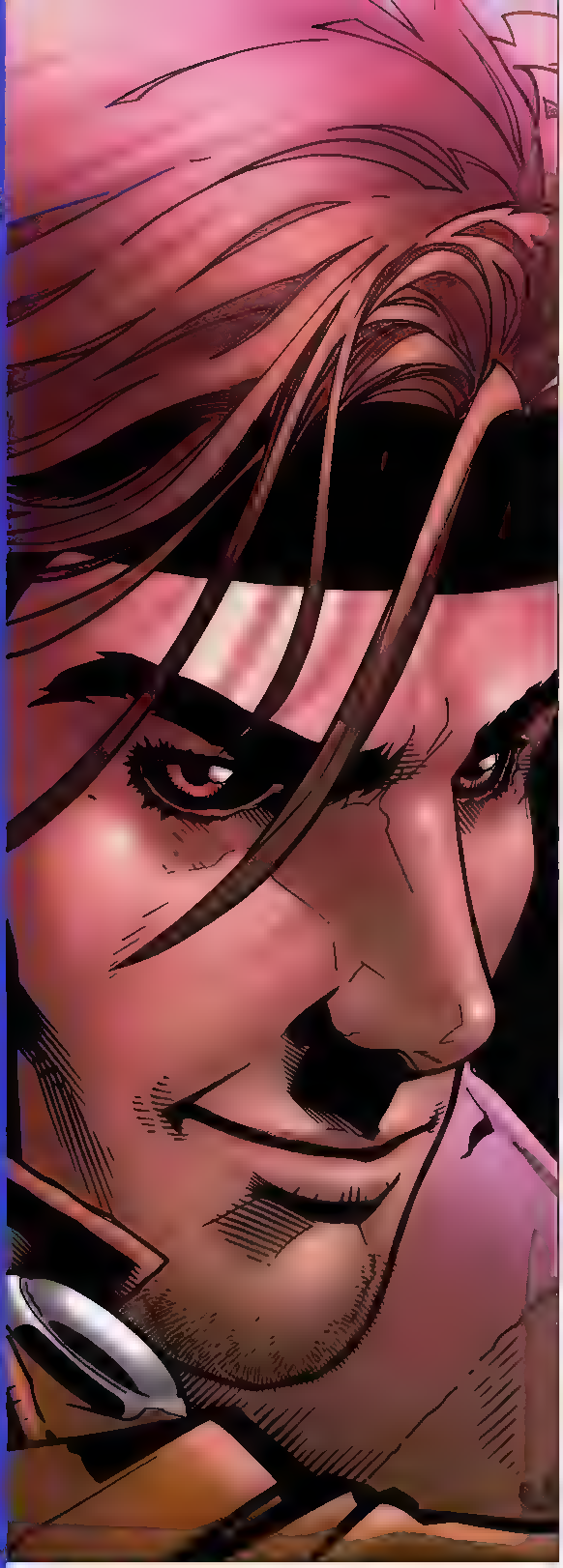
Pencils and Cover by DARICK ROBERTSON

"THE WINDING WAY" Part 1 (of 4).

BAMF! Nightcrawler's back, but for how long?! As a badly injured Kurt lies on the brink of death, moments of his life flash before his eyes. Unfortunately, these memories are not how he remembered. Is his past a lie? Could the sins of his murderous brother be paid for by Nightcrawler? Or is Kurt actually responsible for atrocities even he finds unspeakable?!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

X-MEN #171 & #172
Written by PETER MILLIGAN
Pencils and Cover by SALVADOR LARROCA
"BIZARRE LOVE TRIANGLE" Parts 1 & 2 (of 4).
A new student has arrived at the Xavier Institute. She's sexy, sassy, and has the hots for Gambit! Will Gambit be seduced by this little Lolita, or will Rogue do the unthinkable to keep her man?!
32 PGS. (EACH)/T+ SUGGESTED FOR TEENS AND UP ...$2.50 (EACH)



GAMBIT # 12

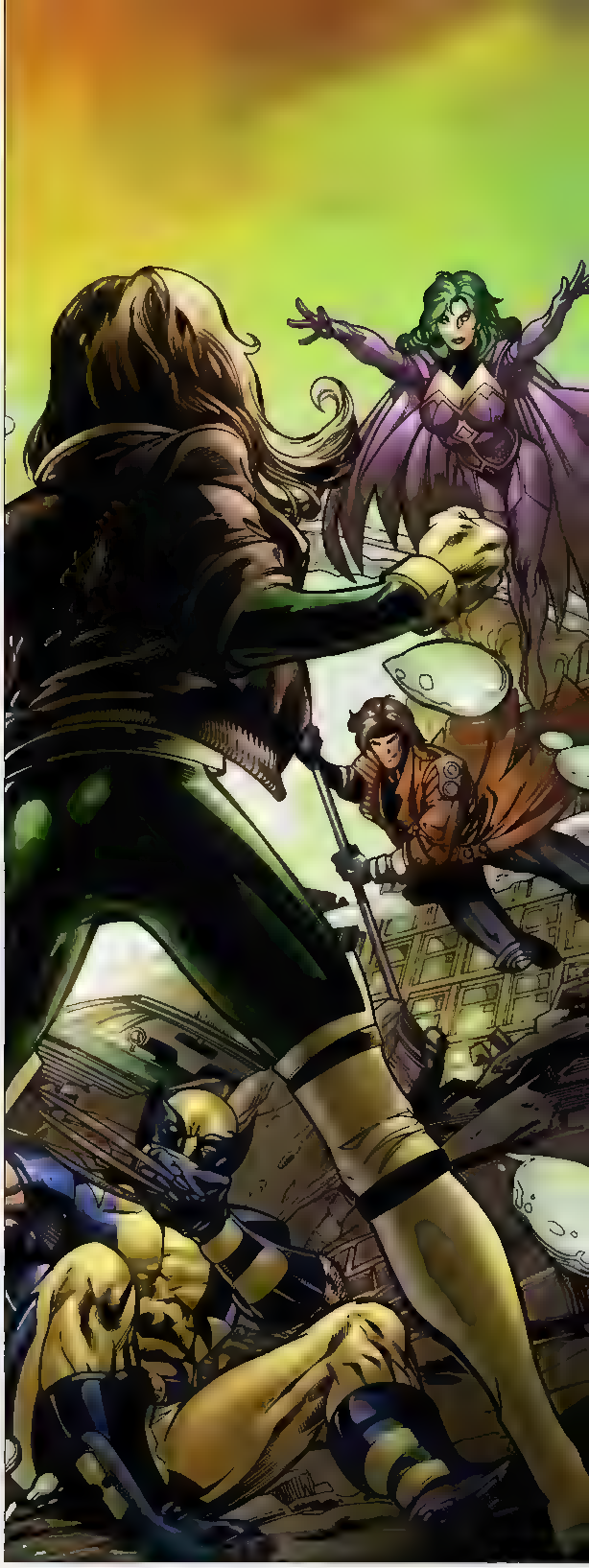
Written by JOHN LAYMAN
Pencils and Cover by GEORGES JEANTY

"HATH NO FURY"

Every criminal and cutthroat in New Orleans is gunning for Gambit. Ol' Remy LeBeau's got a price on his head, courtesy of the new head of the Thieves and Assassins Guilds, his ex-wife, BELLADONNA!

PART 2 (of 2).

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99



ROGUE # 12

Written by TONY BEDARD
Penciled by KARL MOLINE
Cover by SCOT EATON

Years ago, Rogue met the X-Men as an enemy. Now, thanks to the Memory Thief, she battles her teammates again – and you won't believe the outcome! Can Rogue ever return to her place at Xavier's after this? The shocking conclusion to the life-changing saga, "Forget-Me-Not"!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

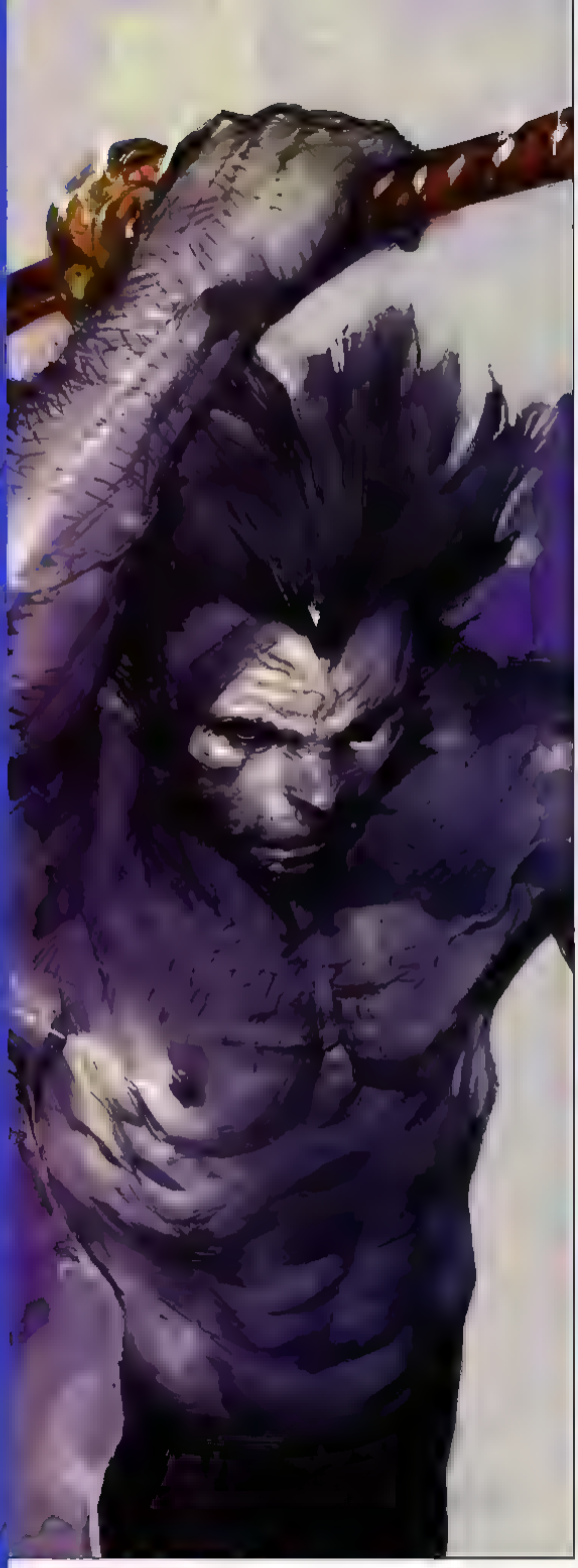
UNCANNY X-MEN #460 & #461

Written by CHRIS CLAREMONT
Penciled by TOM RANEY
Covers by RANDY GREEN & FRANK CHO

"MOJO RISING" Parts 1 & 2 (of 2).

The Uncanny X-Men just can't get a break. As the team tries to relax and deal with the return of their once-dead teammate Psylocke, guess who crashes their party? We'll give you a hint; he's really fat, and his name's in the title!

32 PGS. (EACH)/T+ SUGGESTED FOR TEENS AND UP ...$2.50 (EACH)



WOLVERINE: SOULTAKER #5 (of 5)

Written by AKIRA YOSHIDA
Penciled by SHIN NAGASAWA
Cover by KATSUYA TERADA

The pulse-stopping, breath-taking, eye-popping climax and conclusion to SOULTAKER! Akira Yoshida (X-Men/FF, X-Men: Age of Apocalypse) and Shin Nagasawa (Final Fantasy 7 and 8) bring you the climactic final battle pitting Wolverine and the Priestess Mana against her evil-twin Hana and the Demon Lord Ryuki. Don't miss the end of the Wolverine mini-series event of the year!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

CABLE/DEADPOOL #16

Written by FABIAN NICIEZA
Pencils & Cover by PATRICK ZIRCHER

"ENEMA OF THE STATE" PART 2 (OF 4)

"Enema of the State" continues, as Deadpool's search for Cable forces a fight with the new Horseman of the Apocalype – the Agent of War named... Cable?! What the heck is Lord Apocalypse up to this time? And what the heck are Cannonball and Siryn doing in an alternate timeline?

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

X-MEN UNLIMITED #9

Written by MATT FRACTION & DAMON HURD
Pencils by SAM KIETH & MARK BROOKS
Cover by MARK BROOKS

Critically acclaimed indy writer Matt Fraction (Last of the Independents) joins legendary artist Sam Kieth for an action-packed story about Wolverine's greatest deaths, and just how they've affected the nearly-invulnerable mutant over the years. Then, Eisner-award nominee Damon Hurd (My Uncle Jeff) and Mark Brooks tell an extraordinary story about X-Man Bobby Drake, a.k.a. Iceman, and just what it means to have been a part of the X-Men from the very start!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

X-MEN: THE END - HEROES AND MARTYRS #4 (of 6)

Written by CHRIS CLAREMONT
Penciled by SEAN CHEN
Cover by GREG LAND

Things fall apart and the center cannot hold...as the jaw-dropping true secret of Sinister is revealed!

32 PGS./T+ SUGGESTED FOR TEENS AND UP ...$2.99

MAX COMICS

SUPREME POWER #17

Written by J. MICHAEL STRACZYNSKI

Pencils & Cover by GARY FRANK

"The Deconstruction of Mark Milton" concludes: There's love in the air for Doctor Spectrum and a certain amphibious creature...and a storm on the horizon for Hyperion. Whom the gods would destroy, they first make mad.

32 PGS./ MAX- EXPLICIT CONTENT ...$2.99

PUNISHER #22
Written by GARTH ENNIS
Penciled by LEANDRO FERNANDEZ
Cover by TIM BRADSTREET
"UP IS DOWN AND BLACK IS WHITE"
The plot thickens when übergangster Nicky Cavella enlists the services of none other than the shadowy rogue op and force of nature known as Rawlins. Part 4 (of 6).
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Kabuki

"Officially converted to Kabuki. It's fantastic."
-MARK MILLAR

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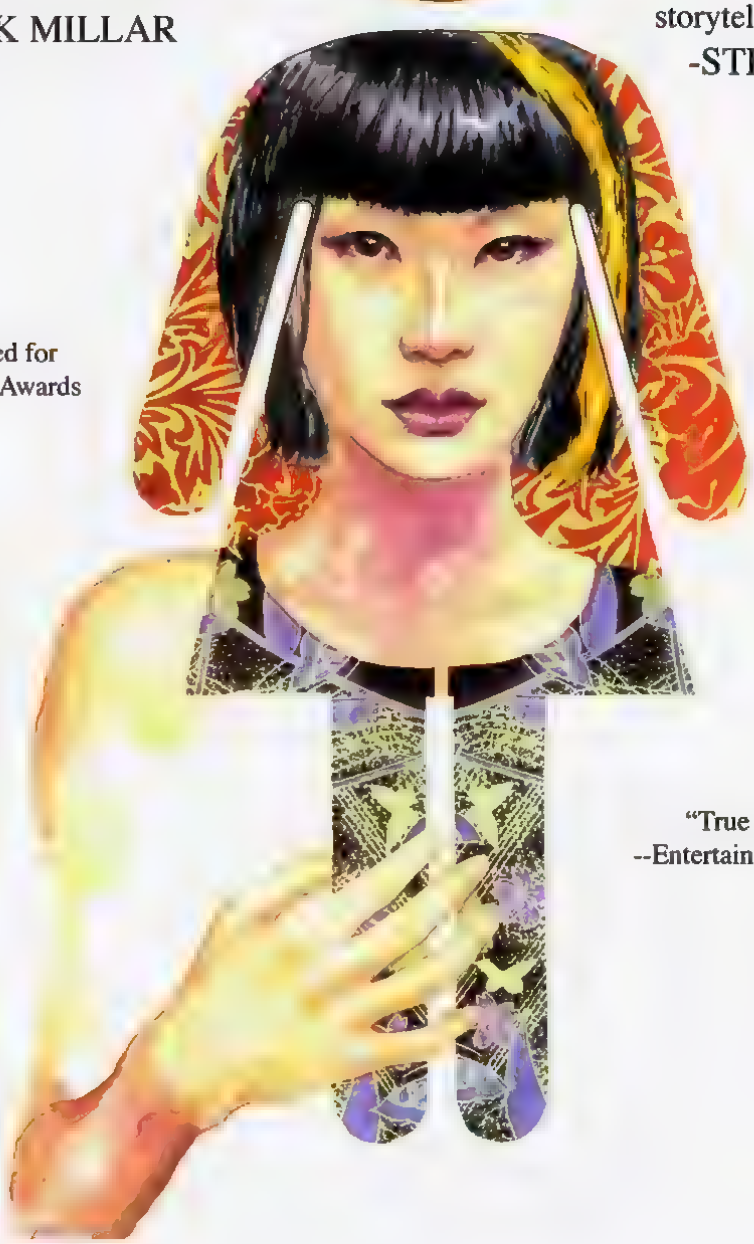

"True genius."
--Entertainment Weekly

KABUKI #5
Written by DAVID MACK
Pencils & Cover by DAVID MACK
"THE ALCHEMY" Pt. 5
Kabuki sets up shop in a new country with a new identity and a new job to begin her new calling in life. But can she ever really escape the shadow of her past and the Noh Agency? And what is the mysterious Akemi Network? It's a new start for KABUKI and the perfect jumping-on issue for new readers! You've heard about all the awards. You've heard everyone talking about why KABUKI is so amazing and mind-blowing. Now is the chance to see what all the talk is about!
32 PGS./FC/ $2.99
STILL AVAILABLE! KABUKI #1 (MACK COVER & ALEX MALEEV COVER), #2 & #3.

DREAM POLICE # 1

Written by J. MICHAEL STRACZYNSKI
Pencils and Cover by MIKE DEODATO

In the very near future, Detectives Joe Thursday and Frank Stafford patrol the surreal landscape of Los Angeles. But theirs is not just any beat Their beat is the dreamscape – a neo-noire landscape populated by trolls, dinosaurs, and things that go bump in the night, a place where it's not too uncommon to find oneself late for the big test, completely naked at work, or trapped in an endless, repetitive loop. And that's where our Detectives Stafford and Thursday come in. Tonight's patrol roster looks like it'll be quite a doozy: Sister Mary, whose convent becomes a playground for a sinister force . . ."Two-Pack" Benny, who's trying to keep his hand in the dream-molding game . . . and little Albert, who unleashes the monster under his bed on his little suburban neighborhood.

48 PGS./T+ SUGGESTED FOR TEENS AND UP ...$3.99

POWERS # 12

Written by BRIAN MICHAEL BENDIS & MICHAEL AVON OEMING
Art & Cover by BRIAN MICHAEL BENDIS & MICHAEL AVON OEMING

ANNIVERSARY SPECIAL EXTRAVAGANZA!!!!

Our fiftieth issue!! FIFTIEST!! (If, of course, we hadn't started the renumbering in a very successful move to pander to a larger audience.)

But what will this special fiftieth issue entail? A lot. Because you asked for it! how about a short story written by Oeming and drawn by Bendis? How about two covers? One by Oeming and one by Bendis that when put together make one very cool image? How about double sized? How about an exclusive retrospective interview and a giant sized letter column and a couple of contractually obligated house ads?

All that and it's a perfect jumping on point for new readers!

Homicide Detectives Christian Walker and Deena Pilgrim investigate murders specific to superhero cases. and with all superheroes declared illegal, the city is in chaos.

From the writer of some of your favorite marvel comics, (New Avengers, USM, Daredevil, Secret War) comes a brand new chapter from the award winning book!

48 PGS./MATURE ...$3.95

POWERS # 12 - VARIANT EDITION

48 PGS./MATURE ...$3.95

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FANTASTIC FOUR #1 DIORAMA SERIES: THE INVISIBLE WOMAN STATUE

A Diamond Select Release! The third release in the Silver Age Fantastic Four Series features the lady of the group, Sue Storm - a.k.a. the Invisible Woman. All four members of the Fantastic Four - and the villainous Mole Man - will be part of this line, inspired by the cover to the Lee/Kirby 1961 classic, *Fantastic Four* #1! As an added bonus, each statue in the line will ship with a piece of the Mole Man's subterranean monster (as seen on the cover of FF #1)! When you collect all five bonus pieces, you can complete the monster - and the classic cover image! Sue Storm can be removed from her base and placed in the Mole Monster's hand, but can also be displayed alone! Sculpted by Jeff Feligno, the Invisible Woman is limited to 2,500 pieces worldwide, with each piece accompanied by a hand-numbered, full-color Certificate of Authenticity, as well as matching numbering on the box and piece itself.

In stores August 2005.

Statue.....$85.00

MARVEL 2006 CALENDARS

A Diamond Select Release! Face Front, True Believers! It's been over 40 years since the House of Ideas heralded the Marvel Age of Comics, and Diamond Select celebrates some of the best-selling publisher's fan-favorite characters with this collection of must-have calendars for 2006! Each of these 12" x 12" calendars pays homage to a different top hero through a series of handsomely reproduced images by some of today's top artists.

SPIDER-MAN 2006 CALENDAR Calendar, 12x12, FC.....SRP: $13.99

X-MEN 2006 CALENDAR Calendar, 12x12, FC.....SRP: $13.99

FANTASTIC FOUR 2006 CALENDAR Calendar, 12x12, FC.....SRP: $13.99

SERIES 10

SERIES 11

MARVEL MINIMATES SERIES 10 AND 11

A Diamond Select Release! DST and the inmates at the Art Asylum introduce the newest series in the Marvel Minimates collection! These figures will only be offered in specialty stores. *SERIES 10 will feature the following two-packs: Sandman/Silver Sable, Black Cat/Ben Reillyy, and Spider-Carnage/Spider-Woman (Spider-Carnage/Spider-Woman* [black] will be the exclusive variant); *SERIES 11 features: Bishop/Cable, Rogue/Mystique, and Firestar/Ice Man* (Firestar/Ice Man [clear] will be the exclusive variant). In Stores August 2005

Two-Pack.....$7.99Ea.

WOLVERINE ON SKULLS

A Diamond Select Release! The newest piece from DST and Dynamic Forces is based on Jim Lee's art from the cover of *Essential Wolverine* Volume 2, and features Wolverine standing on a stack of skulls, primed for battle. This detailed sculpt by Rick Force is limited to 2,500 pieces worldwide, and features a hand-numbered base, with matching hand-numbered box, and a Certificate of Authenticity. In stores August 2005.

Statue $85.00

MARVEL UNIVERSE:
WEREWOLF BY NIGHT BUST

A Diamond Select Release! Jack Russell was a typical California teenager… until his eighteenth birthday! It was on that night that his ancestors' dabbling with the dark arts caught up to him! The curse of the "Darkhold" - a forbidden tome of arcane knowledge - took hold, cursing him with lycanthropy… making him a *Werewolf by Night!* This 6" sculpt by Rudy Garcia depicts Jack in his Werewolf form, while the base features the dreaded Darkhold tome, the key to Jack's curse! Limited to 2,500 pieces worldwide, this bust features a hand-numbered base, with matching hand-numbered box, and a Certificate of Authenticity. In stores August 2005.

Bust.....SRP: $45.00

MARVEL UNIVERSE:
MAN-THING BUST

A Diamond Select Release! A Gentle Giant Sculpt and Design! Working for SHIELD, researcher Ted Sallis re-created the formula that was used to create Captain America. But when he was betrayed by his wife (who was secretly working for AIM), Sallis injected himself with the only sample of the serum and escaped into the swamps - where a fiery crash sent him into the brackish waters, forever altering him, body and soul, into the shambling creature dubbed, Man-Thing! Re-creating a familiar scene from one of his early appearances, Man-Thing tangles with an alligator in this Gentle Giant sculpt, featuring a clear-cast base replicating the swampy waters in which he dwells. Limited to 2,500 pieces worldwide, this 6" tall bust features a hand-numbered base, with matching hand-numbered box, and a Certificate of Authenticity. In stores August 2005

Bust .....SRP: $50.00

BLACK PANTHER

T'Challa is back – and he's badder than ever – in this riveting poster reproducing the cover to BLACK PANTHER #1 by John Romita Jr., Klaus Janson and Dean White.

24" x 36" / FC...$5.95

Final Order Cut-Off 5/26, (On-Sale 6/15)

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Fame, Power, Respect... Lies.

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MARVEL

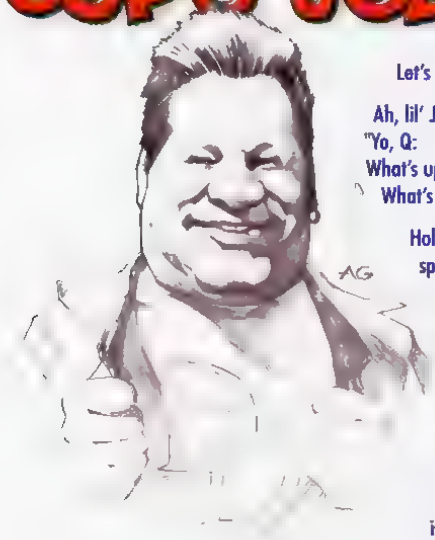
WHEN REALITY BITES... THEY BITE BACK!

Written by ZEB WELLS • Art by SKOTTIE YOUNG

NEW WARRIORS # 1 (of 6) • JUNE 2005

CUP O' JOE

Wazzup, Marvelite!



June is coming up on us real quick and the glory days of summer are almost upon us! Let's see what's in the ol' fanmail bag?

Ah, lil' Joey Delfini from Brooklyn, NY writes:
"Yo, Q:
What's up?"
What's up? WHAT'S UP?!?!?!

Holy mackerel, I'm so glad you asked, Joey! What's up is the most fantabulous, humongufying, spectacularific Marvel event in decades. I kid you not, kid!

The time for the House of M is upon us!

I know you've heard it before, I know it sounds cliché, but never has the phrase, "And nothing will ever be the same again!" ever been more true. Honest injun, even the phrase, "And nothing will ever be the same again!" will never be the same again! These eight issues promise to leave the Marvel U in a new and fascinating place. Get ready for some major changes and one of the most incredible Marvel adventures of all time.

How incredible you ask? So incredible that we're going to be shipping you two incredible issues in June! That's right issue 1 and 2 will be setting up the world of M and get you knee deep in the summer blockbuster bonanza.

So, let me tell you a bit about the House of M? The Avengers and the X-Men are faced with a common foe that becomes their greatest threat: Wanda Maximoff! The Scarlet Witch is out of control and the fate of the entire world is in her hands. Will Magneto help his daughter or use her powers to his own benefit? And if he does, what universe altering changes will the world of Marvel experience? Is Wanda really that all-powerful? Will the Marvel heroes have to put her down in order to keep order within the universe? Why am I getting so dizzy? All these questions and more will be answer by the team of Brian (can I be more famous) Bendis and Young Gun Olivier Copiel. This is sure to be Olivier's break out book and a must read for you o' Marvel faithful.

Now, wait, I SAID WAIT! I'm not done yet. As if the above weren't enough to leave you breathing shallow, in the Mighty Marvel tradition there is of course MORE!

Following on the heels of House of M, is Spider-Man House of M #1. Meet Spider-Man – hero to the people, champion of the weak and oppressed, World Wrestling Alliance Championship Titleholder and loving husband to... well, you'll find out. Peter Parker has it all – respect, fame, and the adoration of all. But he also has a deep, destructive secret that he keeps from the world and from his family – one that could well unravel the reality he knows!

This summer, the House of Ideas becomes the House of M.
Pretty clever huh, I just made that up myself.

JQ
EEK!

MARVEL PREVIEWS #23

Each issue of MARVEL PREVIEWS is a comic-book-sized, 96-page, glossy full-color guide to all of Marvel's upcoming releases! Marvel Previews also includes special previews of upcoming or sold-out projects. And MARVEL PREVIEWS #23 features items scheduled to go on sale in SEPTEMBER 2005!

96 PGS./MARVEL PSR...JUST $0.99!

(or FREE with a purchase of Diamond's PREVIEWS!)

IN STORES 6/29/05

Cover to Previews #19

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FANTASTIC FOUR VISIONARIES: GEORGE PEREZ VOL. 1 TPB

Written by ROY THOMAS

Pencils & Cover by GEORGE PEREZ

Before his cross-company fame for Disturbing Crises and Avenger Adventures, Perez put the World's Greatest Super-Team through its paces – and first up was a fight with a fabulous fifties favorite! The Thing gets replaced in the FF, but who's replacing Mr. Fantastic in...the Frightful Four? Also featuring the Incredible Hulk, Luke Cage, the High Evolutionary and costumed characters never seen before or since! Collects FANTASTIC FOUR #164-167, #170, #176-178, #184-186.

200 PGS./T+ SUGGESTED FOR TEENS AND UP ...$19.99

ISBN: 0-7851-1725-3

Not actual cover

FANTASTIC FOUR: THE MOVIE TPB

Written by MIKE CAREY
Penciled by DAN JURGENS
Photo Cover

The comic adaptation of the blockbuster motion picture starring Ioan Gruffudd, Michael Chiklis, Jessica Alba, Chris Evans and Julian McMahon, this collection captures all the cinematic excitement of the new hit movie – plus a selection of the classic stories that inspired the film! Forty years ago, writer Stan Lee and artist Jack Kirby created a team of adventurers like no other that had come before. Unlike previous groups of stone-jawed super heroes who got along perfectly in their pursuit of liberty and justice, the Fantastic Four bickered, argued and fought among themselves — just like a real family. Their continued adventures around the world, into outer space and throughout uncharted dimensions have pushed the limits of the Marvel Universe, consistently challenging readers' perceptions of what a comic book could be!

120 PGS./T+ SUGGESTED FOR TEENS AND UP ...$12.99

ISBN: 0-7851-1809-8

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ULTIMATE FANTASTIC FOUR VOL. 1 HC

Written by BRIAN MICHAEL BENDIS, MARK MILLAR & WARREN ELLIS
Pencils by ADAM KUBERT & STUART IMMONEN
Cover by BRYAN HITCH

This deluxe hardcover collects ULTIMATE FANTASTIC FOUR VOL. 1: THE FANTASTIC and ULTIMATE FANTASTIC FOUR VOL. 2: DOOM, plus a hefty helping of DVD-style extras. In THE FANTASTIC, witness the beginnings of the Four – Reed Richards, Johnny Storm, Susan Storm and Ben Grimm – super-hero icons for the new century! When high-school genius Reed enrolls at a secret government-sponsored school for the most gifted minds in the world, he unwittingly embarks on the journey of a lifetime! In DOOM, Reed and his friends must learn to adapt to their amazing new situation. But before they can even begin to get accustomed, former classmate Victor Van Damme – who was transformed by the same experiment as the Fantastic Four – returns to exact his revenge! Collects ULTIMATE FANTASTIC FOUR #1-12.

320 PGS./ALL AGES ...$29.99
ISBN: 0-7851-1458-0
TRIM SIZE: OVERSIZED

ULTIMATE FANTASTIC FOUR VOL. 3: N-ZONE TPB

Written by WARREN ELLIS

Cover & pencils by ADAM KUBERT

It's the beginning of the FF's exploration of the mysterious N-Zone! Young Reed Richards wants to duplicate the accident that changed the four into the bizarre beings they've become and thereby reverse the process. But will his noble attempts at redress cause more harm than good? Collects ULTIMATE FANTASTIC FOUR #13-18.

144 PGS./ALL AGES ...$12.99

ISBN: 0-7851-1495-5

THESE ULTIMATE FANTASTIC FOUR TPBs STILL AVAILABLE!

ULTIMATE FANTASTIC FOUR VOL. 1: THE FANTASTIC...12.99 (ISBN: 0-7851-1392-3)

ULTIMATE FANTASTIC FOUR VOL. 2: DOOM...$12.99 (ISBN: 0-7851-1457-2)

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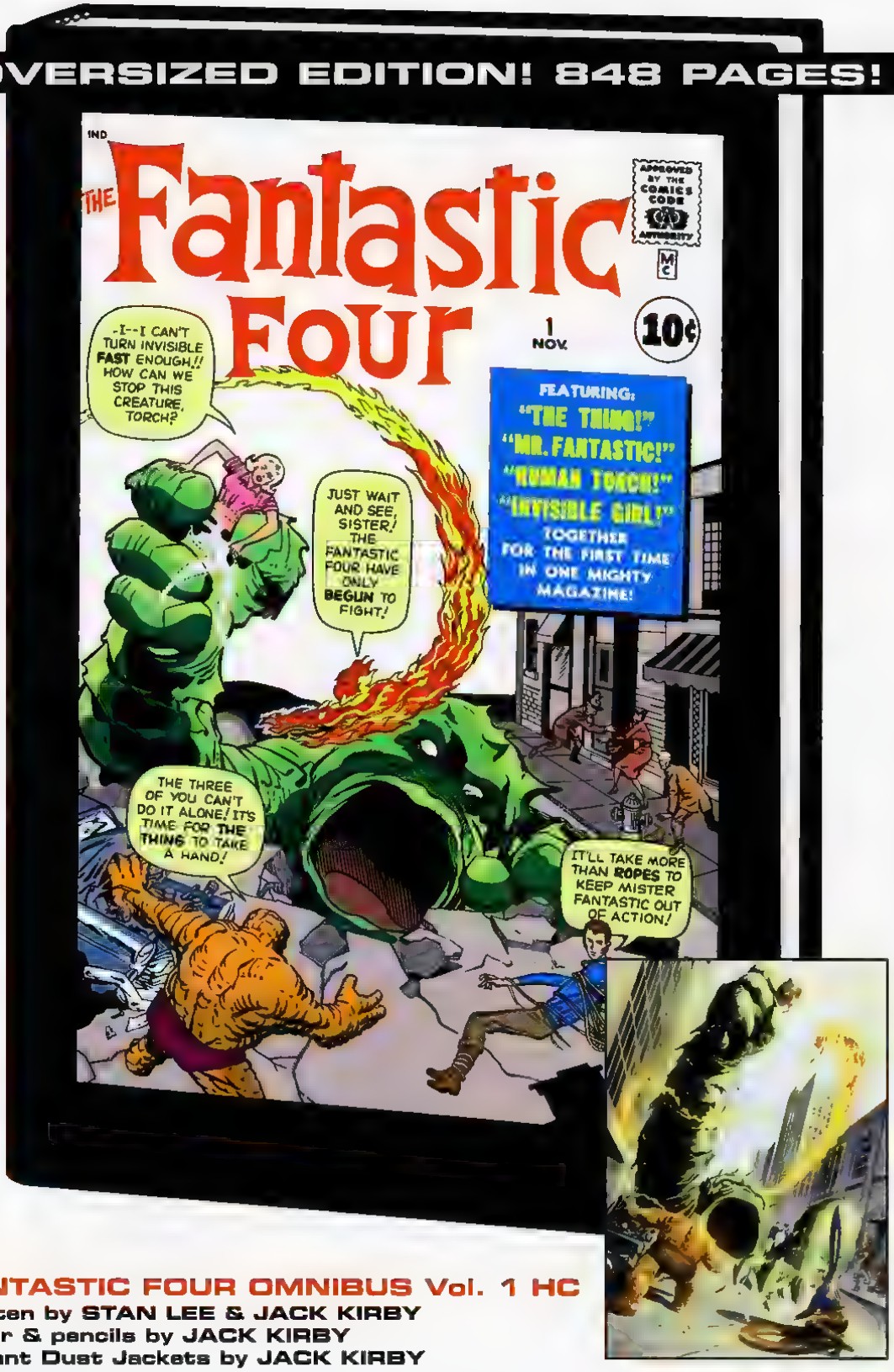
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JUST WAIT AND SEE, SISTER! THE FANTASTIC FOUR HAVE ONLY BEGUN TO FIGHT!
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THE THREE OF YOU CAN'T DO IT ALONE! IT'S TIME FOR THE THING TO TAKE A HAND!
IT'LL TAKE MORE THAN ROPES TO KEEP MISTER FANTASTIC OUT OF ACTION!

FANTASTIC FOUR OMNIBUS Vol. 1 HC

Written by STAN LEE & JACK KIRBY
Cover & pencils by JACK KIRBY
Variant Dust Jackets by JACK KIRBY & ALEX ROSS

They were visionaries. Explorers. Imaginauts. They were Stan Lee and Jack Kirby. And like their creations – the Fantastic Four – they continually strove to overcome the impossible and achieve the extraordinary. Now, the first three years of their landmark run on FANTASTIC FOUR – issues #1-30 and Annual #1 – are collected in one oversized volume. This keepsake edition also includes all original letters pages and pinups, critical commentaries, a historical overview, and other DVD-style extras – and features the best-ever reproduction of FANTASTIC FOUR #1.

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PLEASE NOTE: THIS WILL BE A LIMITED PRINTING

ESSENTIAL FANTASTIC FOUR VOL. 4 TPB

Written by STAN LEE

Pencils & Cover by JACK KIRBY

Relive more of the FF's classic exploits as they stand united against Dr. Doom, Annihilus and Galactus! Featuring the first appearances of the Kree and the microversal Psycho-Man! Guest-starring Spider-Man, Daredevil, Thor and the Warlock formerly known as Him! Lee and Kirby were the ones who started it all, and they kept it going in these cosmic tales! Collects FANTASTIC FOUR #64-83 and ANNUAL #5-6.

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THESE ESSENTIAL FANTASTIC FOUR TPBs STILL AVAILABLE!

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ESSENTIAL FANTASTIC FOUR VOL. 3...$14.95 (0-7851-0782-7) STAR13529

SPIDER-MAN/HUMAN TORCH: I'M WITH STUPID DIGEST

Written by DAN SLOTT
Pencils & Cover by TY TEMPLETON
Cover by PAUL SMITH

Hang tight, True Believer! It's five all-new, old-school adventures featuring your favorite web-headed hero and his pal, the walking matchstick! Follow them through the years – from high school to present day, from the Negative Zone to the Coffee Bean, from Dorrie Evans to Mary Jane Watson-Parker. It's all here! Collects SPIDER-MAN/HUMAN TORCH #1-5.

120 PGS./T+ SUGGESTED FOR TEENS AND UP ...$7.99
ISBN: 0-7851-1723-7

FANTASTIC FOUR TALES: VOL. 1: DIGEST

Written by BRANDON THOMAS
Penciled by MICHAEL O'HARE
Cover by RANDY GREEN

Check out the Thing and the rest of his Fantastic Four pals in their latest collection of all-ages adventures! Each of these four action-packed stories features a special guest from the Mighty Marvel Universe. Join the Black Panther, Dr. Strange and other heroes as they combine forces with the Thing for this contemporary spin on classic Marvel tales. Collects MARVEL AGE: FF TALES #1, TALES OF THE THING #1-3 and the SPIDER-MAN TEAM-UP SPECIAL.

120 PGS./ALL AGES ...$7.99
ISBN: 0-7851-1738-5

SPIDER-MAN TEAM-UP VOL. 1: A LITTLE HELP FROM MY FRIENDS DIGEST

Written by TODD DEZAGO
Penciled by VALENTINE DE LANDRO, SHANE DAVIS, JONBOY MEYERS, LOU KANG, MICHAEL O'HARE & RON LIM
Cover by RANDY GREEN

Get ready for a second sensational helping of all-ages Spider-Man team-ups! This time out, Spidey joins forces with Storm of the X-Men vs. a mysterious mutant who can steal powers; the Fantastic Four vs. Mole Man in an environmental special; the most popular X-Man of all, Wolverine; and Iron Man vs. M.O.D.O.K.! Collects MARVEL AGE SPIDER-MAN TEAM-UP #1-5.

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ISBN: 0-7851-1611-7

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MARVEL MASTERWORKS: GOLDEN AGE SUB-MARINER VOL. 1

Written by BILL EVERETT
Penciled by BILL EVERETT
Cover by ALEX SCHOMBURG

Marvel continues collecting its classic Golden Age material, reprinting early adventures of Namor! This monumental hardcover volume remasters and restores the first four historic issues of SUB-MARINER from 1941. See the Sub-Mariner battle Nazis in defense of his underwater kingdom; also featuring the adventures of the Angel!

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MARVEL MASTERWORKS: GOLDEN AGE SUB-MARINER VOL. 1 – VARIANT EDITION

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Penciled by JACK KIRBY, GIL KANE & JACK SPARLING
Cover by JACK KIRBY

Who loves seconds? We love seconds—a second sensational serving of the Sentinel of Liberty! Yes, that's right, the Mighty Minions of Marvel are chipping the next Cap Masterworks free from its icy fifteen-year slumber and you're invited to the homecoming party. So strap on your shield and prepare for a barrage of Stan and Jack's best as Cap (with a little help from his friends, the Avengers) battles a bevy of baddies like the strange Super-Adaptoid—the super-powered robot with the combined powers of the Avengers. And if an android passing himself off as Cap was as odious as you thought, the Red Skull tries to convince the people of America that Cap's turned traitor. Yikes! Don't crawl into your fallout shelter in shame, though. Our boy will bounce back to take on a hearty helping of that horrendous head, M.O.D.O.K.., in his first-ever appearance, before taking it home in a scintillating struggle against Baron Zemo, guest-starring Nick Fury, the Black Panther and Cap's super-spy gal, Sharon Carter! Reserve your star-spangled copy today! Collecting TALES OF SUSPENSE #82-99 and CAPTAIN AMERICA (VOL. 1) #100

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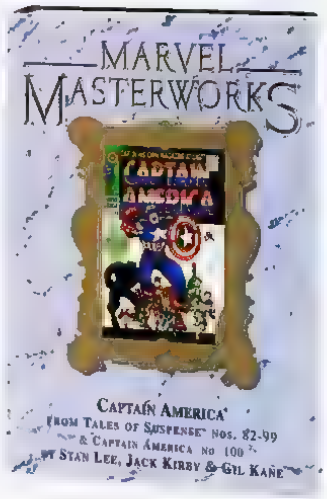
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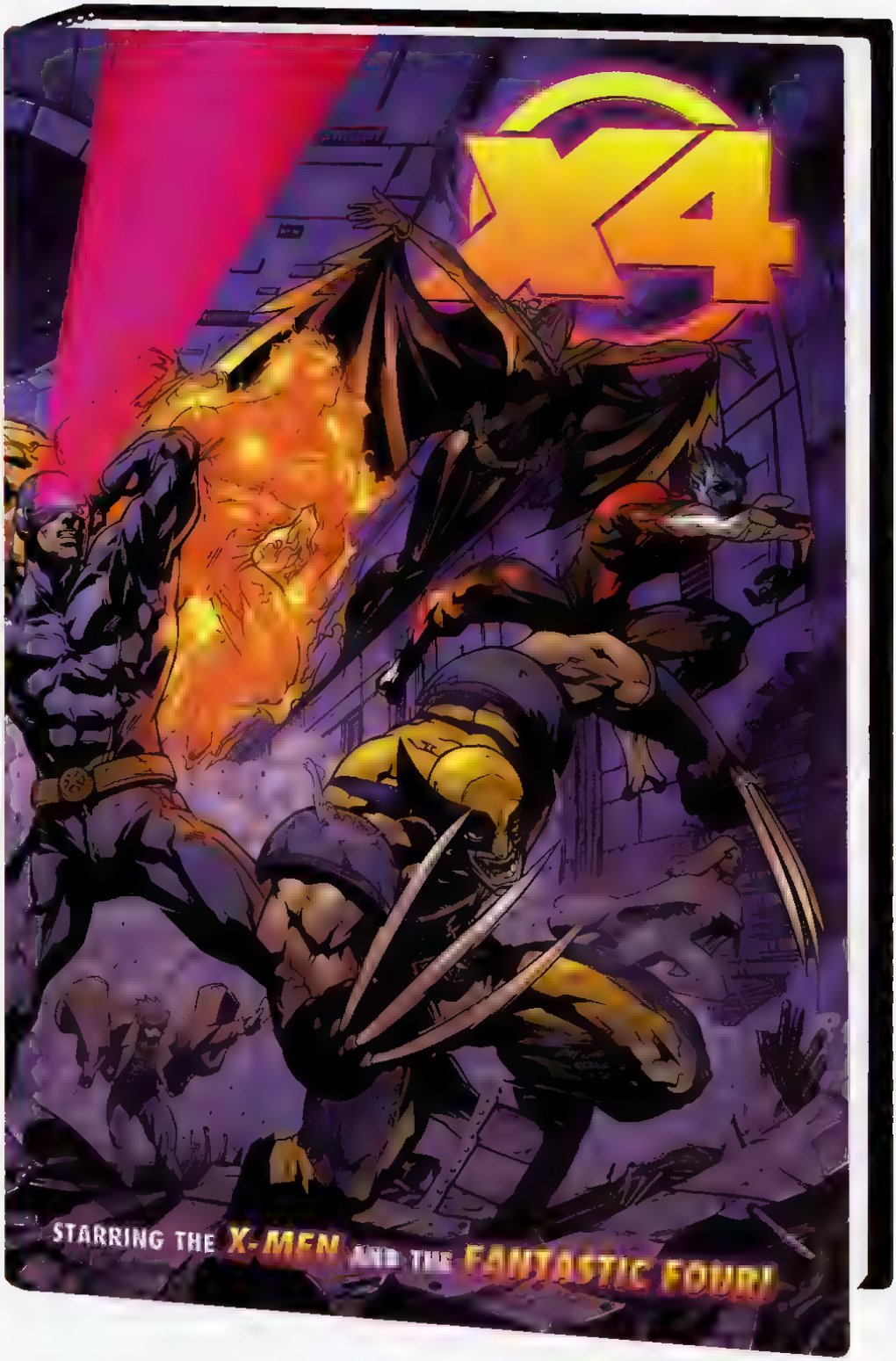

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Penciled by JOHN ROMITA JR. & MIKE DEODATO JR.
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This deluxe hardcover collects AMAZING SPIDER-MAN VOL. 7: THE BOOK OF EZEKIEL and AMAZING SPIDER-MAN VOL. 8: SINS PAST, plus AMAZING SPIDER-MAN #501-502 and a hefty helping of DVD-style extras. In THE BOOK OF EZEKIEL, Peter delves further into the mysterious totemic origin of his powers when his enigmatic mentor returns! He's aided Peter in the past, but is Ezekiel truly Spider-Man's friend and ally, or something much more? Plus: In the aftermath of an interdimensional rift caused by Spider-Man and Doctor Strange's battle with Dormammu, a sorceress of limitless power is set free from years of captivity...and sets forth on a quest through Manhattan to properly thank the one responsible for it: the wall-crawler himself! Guest-starring Thor's ne'er-do-well stepbrother, Loki! In SINS PAST, a stunning new evil emerges to stalk Peter Parker as the biggest Spider-Man event in years rocks the wall-crawler's world! The worst defeat that Peter Parker ever endured – a moment frozen in the minds of Spider-Man fans everywhere – was supposed to be far in his past. But now, two villains – ripped, perhaps, directly from that very moment – have emerged and they threaten to destroy everything that he holds dear! Collects AMAZING SPIDER-MAN #501-514.

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Cover by HOWARD PORTER

Haunted by his personal failures, Captain America comes to suspect that he has been under psychological attack from the rogue Navy Intelligence unit that created the so-called "Anti-Cap" Super Sailor when he discovers a direct link between this shadow group and the deadly killing machine M.O.D.O.K. But are they running M.O.D.O.K., or is M.O.D.O.K. running them? To find out, Cap has no choice but to turn to the only person who actually knows: the Anti-Cap himself! Meanwhile, the Falcon has gone on the offensive, shutting down the Rivas drug cartel. But there's a line between heroism and vigilantism, and Robbie Robertson fears the Falcon has crossed it and may never find his way back. Collects CAPTAIN AMERICA & THE FALCON #8-14.

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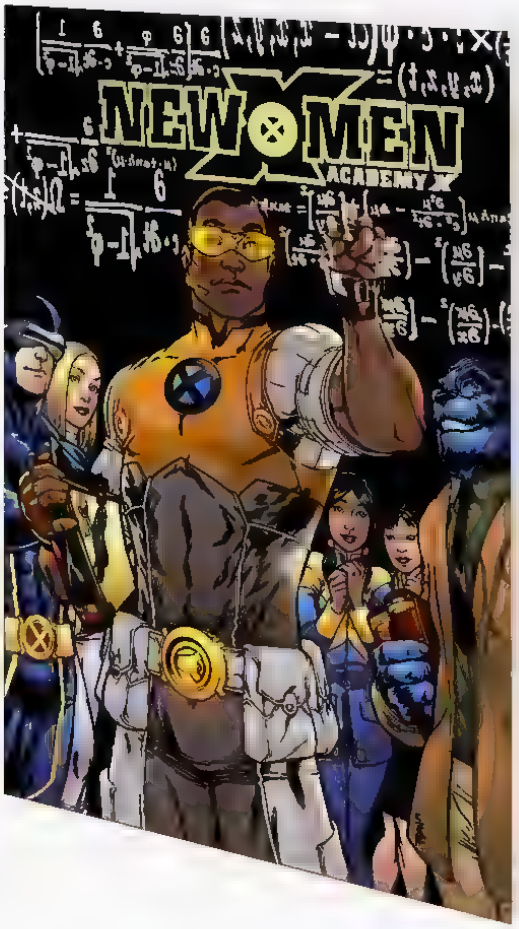

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Penciled by MICHAEL RYAN & PACO MEDINA
Cover by MICHAEL RYAN

Someone...or something...is haunting the halls of the Xavier Institute, and it's up to the X-Men-in-training to get to the bottom of it! Can the New Mutants find a way to bring peace to this tortured being before they become the tortured? Plus: David Alleyne, a.k.a. Prodigy of the New Mutants, can absorb the skills and knowledge of anyone close by — but is doomed to forget everything as soon as they're gone. So what would happen if he could keep that knowledge instead of forgetting? He'd be the smartest kid in the world, right? Is it too much of a good thing? Collects NEW X-MEN: ACADEMY X #7-12.

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Pencils & Cover by JACK KIRBY

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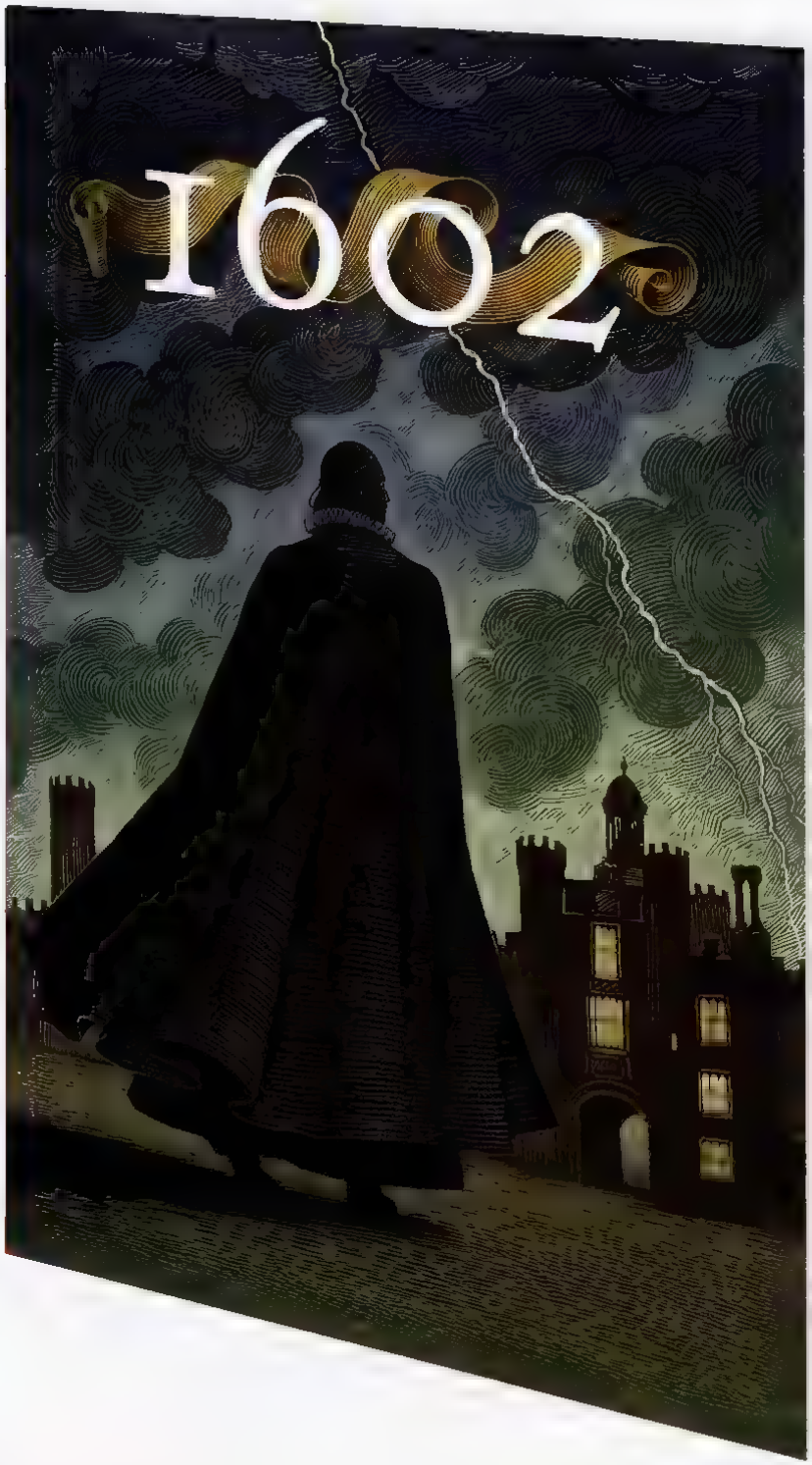

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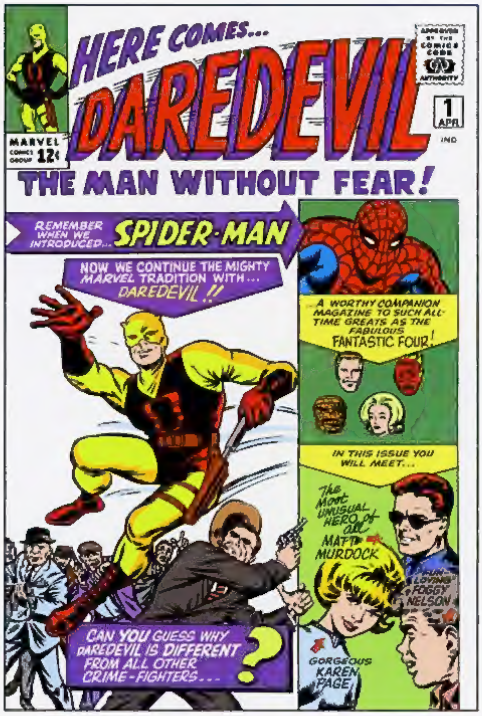
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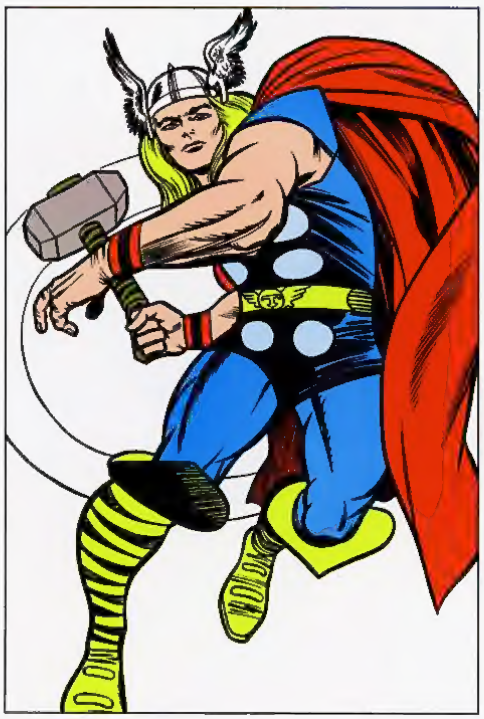

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